

In the opinion of Bond Counsel, under existing law and subject to satisfaction of certain conditions and to the occurrence of certain events described herein under the heading "FORWARD DELIVERY OF THE SERIES 2019 BONDS" (i) assuming continuing compliance with certain covenants and the accuracy of certain representations, interest on the Series 2019 Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax under the Internal Revenue Code of 1986, as amended, and (ii) the Series 2019 Bonds, the transfer thereof, and the income therefrom, including any profit made on the sale thereof, are free from taxation within the State of Ohio, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax. Interest on the Series 2019 Bonds may be subject to certain federal taxes imposed only on certain corporations. See "TAX MATTERS" herein.

OFFICIAL STATEMENT
\$51,285,000
STATE OF OHIO
(TREASURER OF STATE)
CAPITAL FACILITIES LEASE-APPROPRIATION REFUNDING BONDS
(FORWARD DELIVERY)
consisting of

<p>\$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery)</p>	<p>\$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery)</p>
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Dated: Date of Initial Delivery

Due: As shown on inside cover

The Series 2019 Bonds: The \$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery) (the "Administrative Bonds") will be issued for the purpose of currently refunding bonds previously issued for the purposes of paying Costs of Capital Facilities leased to the Department of Administrative Services of the State (the "DAS"). The \$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery) (the "Adult Correctional Bonds," and together with the Administrative Bonds, the "Series 2019 Bonds") will be issued for the purpose of currently refunding bonds previously issued for the purposes of paying Costs of Capital Facilities leased to the Department of Rehabilitation and Correction of the State (the "DRC"). (See **THE SERIES 2019 BONDS**)

Security and Sources of Payment: The Series 2019 Bonds are special obligations of the State, issued by the State Treasurer of Ohio (the "Treasurer"), and are payable solely from applicable Pledged Receipts, principally rental payments under separate leases between the Ohio Public Facilities Commission (the "OPFC") and each of the DAS and the DRC, and separate supplemental leases thereto relating to the respective series of the Series 2019 Bonds. The obligations of the DAS and the DRC to make their respective rental payments are subject to and dependent upon separate biennial appropriations being made for such purposes by the General Assembly. The failure of the General Assembly to so appropriate moneys to the DAS or the DRC, respectively, will result in termination of the respective Lease. The Series 2019 Bonds do not represent or constitute a debt of the Treasurer, the DAS, the DRC, the OPFC or the State of Ohio or any political subdivision thereof, or a pledge of the faith and credit of the Treasurer, the DAS, the DRC, the OPFC or the State of Ohio or any political subdivision thereof. *The Holders and Beneficial Owners of the Series 2019 Bonds shall have no right to have excises or taxes levied by the General Assembly for the payment of Bond Service Charges on the Series 2019 Bonds.* (See **THE BONDS GENERALLY – Security**)

Payment: Principal and interest will be payable to the Registered Owner (initially, The Depository Trust Company or its nominee ("DTC")), the principal on presentation and surrender to the respective Trustee, and interest transmitted on each Interest Payment Date. The Interest Payment Dates for the each series of the Series 2019 Bonds are April 1 and October 1, beginning October 1, 2019. (See **THE SERIES 2019 BONDS**)

No Prior Redemption: The Series 2019 Bonds are not subject to redemption prior to maturity. (See **THE SERIES 2019 BONDS – No Prior Redemption**)

Form and Denomination; Book-Entry: The Series 2019 Bonds will be initially issued only as fully registered bonds under a book-entry only method in denominations of \$5,000 or any multiple of \$5,000 in excess thereof. DTC, New York, New York, is the Securities Depository. There will be no distribution of bond certificates to others. (See **APPENDIX C –BOOK-ENTRY SYSTEM; DTC**)

This Cover includes certain information for quick reference only. It is not a summary of the bond issue. Investors should read the entire Official Statement to obtain information as a basis for making informed investment judgments. Capitalized terms used on this Cover and elsewhere herein and not otherwise defined have the meanings given to them in **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**.

The Series 2019 Bonds are offered when, as and if issued by the Treasurer and accepted by the Underwriters, subject to the opinion on certain legal matters relating to their issuance by Shumaker, Loop & Kendrick, LLP, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the Underwriters by their counsel Taft Stettinius & Hollister LLP. Certain legal matters will be passed upon for the Treasurer by his counsel, the Attorney General of Ohio, and Dinsmore & Shohl LLP, which is serving as Issuer and Disclosure Counsel to the Treasurer. The Series 2019 Bonds are expected to be available in definitive form for delivery through DTC on or about July 9, 2019. (See **FORWARD DELIVERY OF THE SERIES 2019 BONDS**)

RAYMOND JAMES

ESTRADA HINOJOSA
HUNTINGTON CAPITAL MARKETS

PNC CAPITAL MARKETS LLC
WELLS FARGO SECURITIES

The date of this Official Statement is October 30, 2018, and the information speaks only as of that date.

Maturity Schedules for the Series 2019 Bonds

\$25,935,000

State of Ohio

(Treasurer of State)

Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A

(Administrative Building Fund Projects)

(Forward Delivery)

<u>October 1</u> <u>Maturity</u>	<u>Principal</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP*</u>	<u>October 1</u> <u>Maturity</u>	<u>Principal</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP*</u>
2020	\$4,680,000	5.000%	2.520%	67759HKW3	2023	\$5,440,000	5.000%	2.810%	67759HKZ6
2021	4,920,000	5.000	2.600	67759HKX1	2024	5,720,000	5.000	2.910	67759HLA0
2022	5,175,000	5.000	2.700	67759HKY9					

\$25,350,000

State of Ohio

(Treasurer of State)

Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A

(Adult Correctional Building Fund Projects)

(Forward Delivery)

<u>October 1</u> <u>Maturity</u>	<u>Principal</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP*</u>	<u>October 1</u> <u>Maturity</u>	<u>Principal</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>CUSIP*</u>
2020	\$4,575,000	5.000%	2.520%	677524CY4	2023	\$5,320,000	5.000%	2.810%	677524DB3
2021	4,810,000	5.000	2.600	677524CZ1	2024	5,590,000	5.000	2.910	677524DC1
2022	5,055,000	5.000	2.700	677524DA5					

* See inside regarding copyright.

REGARDING THIS OFFICIAL STATEMENT

This Official Statement does not constitute an offering of any security other than the original offering of the Series 2019 Bonds of the State identified on the Cover. No person has been authorized by the Treasurer, the DAS, the DRC, the OPFC, the State or the Underwriters to give any information or to make any representation, other than that contained in this Official Statement, and if given or made, such other information or representation must not be relied upon as having been given or authorized by the Treasurer, the DAS, the DRC, the OPFC, the State or the Underwriters. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, and there shall be no sale of the Series 2019 Bonds by any person, in any jurisdiction in which it is unlawful to make such offer, solicitation or sale.

Upon issuance, the Series 2019 Bonds will not be registered by the Treasurer, the DAS, the DRC, the OPFC or the State under the Securities Act of 1933, as amended, or any state securities law, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state or other governmental entity or agency, except the Treasurer, the DAS, the DRC and the Ohio Office of Budget and Management will have passed upon the accuracy or adequacy of this Official Statement or approved the Series 2019 Bonds for sale. In making an investment decision, investors must rely on their own examination of the terms of the offering, including the merits and risks involved.

The information and expressions of opinion in this Official Statement are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder, under any circumstances, shall create any implication that there has been no change in the affairs of the Treasurer, the DAS, the DRC, the OPFC or the State since its date.

The information approved and provided by the State in this Official Statement is the information relating to the particular subjects provided by the State or State agencies for the purpose of this Official Statement. Reliance for the purpose should not be placed on any other information publicly provided, in any format including electronic, by any State agency for other purposes, including general information provided to the public or to portions of the public.

This Official Statement contains statements that the State or the Treasurer believes may be "forward-looking statements." Words such as "plan," "estimate," "project," "budget," "anticipate," "expect," "intend," "believe" and similar terms are intended to identify forward-looking statements. The achievement of results or other expectations expressed or implied by such forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict, may be beyond the control of the State or the Treasurer and could cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. The State and the Treasurer undertake no obligation, and do not plan, to issue any updates or revisions to any of the forward-looking statements in this Official Statement.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

In connection with this offering, the Underwriters may over allot or effect transactions that stabilize or maintain the market price of the Series 2019 Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

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TABLE OF CONTENTS

SUMMARY STATEMENT	i	APPENDIX A – INFORMATION CONCERNING	
GENERAL INTRODUCTORY STATEMENT	1	THE STATE OF OHIO	A-1
Administrative Bonds	1	Fiscal Matters	A-1
Adult Correctional Bonds	1	General.....	A-1
Rental Payments and Bond Service Charges	2	Accounts and Controls; Financial Reports.....	A-2
THE SERIES 2019 BONDS	3	Recent Receipts and Disbursements	A-4
General	3	Summary of Governmental and Proprietary	
Registration, Payment and Transfer.....	3	Funds – Cash Receipts and Cash	
Payments of Bond Service Charges on the Series		Disbursements	A-4
2019 Bonds.....	3	Summary of GRF Cash Basis Activity.....	A-5
No Prior Redemption.....	3	Recent and Current Finances	A-6
Sources and Uses of Bond Proceeds.....	4	Introductory Information.....	A-6
FORWARD DELIVERY OF THE SERIES 2019		Recent Biennia	A-6
BONDS	5	Current Biennium.....	A-17
General	5	Cash Flow	A-19
Forward Delivery of the Series 2019 Bonds.....	5	State Debt	A-19
Termination of Bond Purchase Agreements	6	General.....	A-19
THE BONDS GENERALLY	7	Variable Rate Debt	A-22
Constitutional and Statutory Authorization	7	Interest Rate Swaps.....	A-22
Prior Bonds and Additional Bonds	8	Constitutional Limitation on Annual Debt	
Security.....	8	Service.....	A-22
Rental Payments and Related Budget		Annual Debt Service Requirements on State	
Requirements	8	Obligations Paid from the GRF.....	A-24
DEPARTMENT OF ADMINISTRATIVE		Annual Debt Service Requirements on State	
SERVICES	9	Obligations Paid from Non-GRF Revenues	A-25
DEPARTMENT OF REHABILITATION AND		Recent Debt Authorizations.....	A-27
CORRECTION	9	Economy and Employment	A-29
OHIO PUBLIC FACILITIES COMMISSION	10	Population	A-31
THE TRUST AGREEMENTS	10	Agricultural and Resources Bases	A-31
THE LEASES	10	State Employees and Collective Bargaining	
TAX MATTERS	11	Agreements	A-32
General	11	Retirement Systems.....	A-32
Risk of Future Legislative Changes and/or Court		Retirement Contributions.....	A-34
Decisions	12	Pension Benefits	A-35
Original Issue Premium	13	Other Post-Employment Benefits	A-38
LITIGATION	13	Tax Levels and Tax Bases.....	A-41
LEGAL OPINIONS	13	Sales and Use Tax.....	A-41
RATINGS	13	Personal Income Tax	A-41
UNDERWRITING	14	Commercial Activity Tax	A-42
MUNICIPAL ADVISOR	14	Property Tax	A-43
TRANSCRIPT AND CLOSING CERTIFICATES	15	Schools and Municipalities	A-44
CONTINUING DISCLOSURE AGREEMENTS	15	Schools.....	A-44
ELIGIBILITY FOR INVESTMENT AND AS		Municipalities	A-46
PUBLIC MONEYS SECURITY	17	APPENDIX B GLOSSARY AND SUMMARIES	
CONCLUDING STATEMENT	17	OF THE TRUST AGREEMENTS AND THE	
		LEASES	B-1
		APPENDIX C BOOK-ENTRY SYSTEM; DTC	C-1
		APPENDIX D FORM OF DELAYED DELIVERY	
		CONTRACT	D-1
		EXHIBIT A PROPOSED TEXT OF BOND	
		COUNSEL LEGAL OPINIONS	Exhibit A-1

SUMMARY STATEMENT

The following summary statement supplements certain of the information on the Cover and summarizes selected other information in this Official Statement relating to the Series 2019 Bonds. It is not intended as a substitute for the more detailed discussions in this Official Statement to which reference should be made.

ISSUER. The State of Ohio, by the State Treasurer of Ohio.

AUTHORIZATION. The Series 2019 Bonds are issued pursuant to Section 2i of Article VIII of the Constitution of the State, Chapter 154 of the Revised Code, the respective General Bond Orders, each respective Trust Agreement, each Lease and each Series Order, providing for the issuance and sale of the Series 2019 Bonds.

SECURITY AND SOURCES OF PAYMENT. The Series 2019 Bonds are special obligations of the State, issued by the Treasurer, payable solely from the respective Pledged Receipts. Holders and Beneficial Owners have no right to have excises or taxes levied by the General Assembly for payment of the Series 2019 Bonds. The Series 2019 Bonds (and any other Obligations issued) are secured by each respective Trust Agreement. Principal, interest and any premium on the Series 2019 Bonds are payable from and secured by a pledge of payments received in the applicable Bond Service Fund for each of the Series 2019 Bonds from rentals and other revenues and receipts under the applicable Lease. There are no receipts from any Projects pledged to pay Bond Service Charges on the Series 2019 Bonds. The Projects are not mortgaged to pay, and otherwise are not security for, the Series 2019 Bonds. The Series 2019 Bonds are not parity bonds across programs and therefore, there is no pledge of revenues or receipts received by or on behalf of any state agency to Bond Service Charges on Obligations other than those issued to finance or refinance Capital Facilities which are in whole or in part useful to, constructed by, or financed by the state agency that receives the revenues or receipts so pledged. Neither series of the Series 2019 Bonds issued pursuant to one of the Trust Agreements is secured by a pledge of Pledged Receipts securing the other series of the Series 2019 Bonds issued pursuant to another Trust Agreement. For example, the pledge of Pledged Receipts with respect to Bond Service Charges on the Administrative Bonds is not pledged for the repayment of the Adult Correctional Bonds and vice versa.

All moneys received by the Treasurer under the respective Leases, excepting the portion of those moneys to be credited to the Administrative Service Funds, shall be deposited to the Bond Service Fund for those respective Series 2019 Bonds and allocated to the Bond Service Account and Special Funds and Accounts as provided by each respective Lease. The obligations of each of the DAS and the DRC to make rental payments under its respective Lease are subject to and dependent upon separate biennial appropriations being made by the General Assembly for such purposes. Those appropriations may not be made for a period longer than the fiscal biennium, which, at the time of issuance of the Series 2019 Bonds, will initially end June 30, 2021 but which thereafter is a two-year period ending on June 30 of each odd-numbered year. The failure of the General Assembly to appropriate moneys to any of the DAS or the DRC will result in termination of the respective Lease for which the appropriation was not made. The Series 2019 Bonds do not represent or constitute a debt of the Treasurer, the DAS, the DRC, the OPFC or the State or of any political subdivision thereof, or a pledge of the faith and credit of the Treasurer, the DAS, the DRC, the OPFC or the State or of any political subdivision thereof.

Certain financial and other information concerning the State is contained in **APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO**, which is attached hereto and should be reviewed carefully because rental payments under the Leases are paid with moneys appropriated from the State General Revenue Fund. (See **APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO – STATE DEBT – General** and **APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO – FISCAL MATTERS – Recent Receipts and Disbursements**)

PURPOSE OF BONDS. The Series 2019 Bonds are being issued for the purpose of (i) currently refunding bonds previously issued to pay Costs of Capital Facilities that are leased to the DAS and the DRC, and (ii) paying costs incidental to the issuance and sale of the Series 2019 Bonds.

NO PRIOR REDEMPTION. The Series 2019 Bonds are not subject to redemption prior to maturity. (See **THE SERIES 2019 BONDS – No Prior Redemption**)

FORM AND MANNER OF MAKING PAYMENTS. The Series 2019 Bonds will be originally issued only as fully registered bonds, one for each respective maturity bearing the same interest rate, under a book-entry only method, and registered initially in the name of The Depository Trust Company, New York, New York, or its nominee ("DTC"). The Series 2019 Bonds will be initially issued in denominations of \$5,000 or any multiple of \$5,000 in excess thereof. There will be no distribution of Series 2019 Bonds to the ultimate purchasers. The Series 2019 Bonds in book-entry form will not be

transferable or exchangeable, except for transfer to another nominee of DTC or as otherwise described in this Official Statement. (See **APPENDIX C – BOOK-ENTRY SYSTEM; DTC**)

Principal and interest will be payable to the Holder (initially, DTC or its nominee). Principal will be payable on presentation and surrender to the respective Trustee. Interest will be transmitted by the respective Trustee on each Interest Payment Date to the Holder as of the 15th day of the month preceding the Interest Payment Date (the "Regular Record Date"). The Interest Payment Dates for each series of the Series 2019 Bonds are April 1 and October 1, beginning October 1, 2019. (See **THE SERIES 2019 BONDS**)

TAX MATTERS. In the opinion of Bond Counsel, under existing law and subject to satisfaction of certain conditions and to the occurrence of certain events described herein under the heading "**FORWARD DELIVERY OF THE SERIES 2019 BONDS**" (i) assuming continuing compliance with certain covenants and the accuracy of certain representations, interest on the Series 2019 Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax under the Internal Revenue Code of 1986, as amended, and (ii) the Series 2019 Bonds, the transfer thereof, and the income therefrom, including any profit made on the sale thereof, are free from taxation within the State of Ohio, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax. Interest on the Series 2019 Bonds may be subject to certain federal taxes imposed only on certain corporations.

For a more complete discussion of the tax aspects of the Series 2019 Bonds, see **TAX MATTERS** herein.

TRUSTEE AND BOND REGISTRAR. The Huntington National Bank is the Trustee and the Bond Registrar for the Administrative Bonds. The Bank of New York Mellon Trust Company, N.A. is the Trustee and the Bond Registrar for the Adult Correctional Bonds.

BOND COUNSEL. Shumaker, Loop & Kendrick, LLP.

ISSUER AND DISCLOSURE COUNSEL. Dinsmore & Shohl LLP.

MUNICIPAL ADVISOR. PFM Financial Advisors LLC.

UNDERWRITERS. Raymond James & Associates, Inc., Estrada Hinojosa & Company, Inc., The Huntington Investment Company, PNC Capital Markets LLC and Wells Fargo Bank, National Association (collectively, the "Underwriters"). The Series 2019 Bonds have been purchased by the Underwriters at an aggregate price of \$54,611,943.08. (See **UNDERWRITING**)

Questions regarding this Official Statement or the Series 2019 Bonds should be directed to the Director of the Office of Debt Management, State of Ohio, Treasurer of State, 30 East Broad Street, 9th Floor, Columbus, Ohio 43215-3414, telephone (614) 466-6903. For additional information concerning the Treasurer and the Treasurer's bond programs, visit www.ohiotreasurerbonds.com. The information contained on that website is not incorporated as part of this Official Statement.

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GENERAL INTRODUCTORY STATEMENT

This Official Statement has been prepared by the State Treasurer of Ohio (the "Treasurer") to provide certain information in connection with the original issuance and sale of the \$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery) (the "Administrative Bonds") and the \$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery) (the "Adult Correctional Bonds," and, together with the Administrative Bonds, the "Series 2019 Bonds"). The Series 2019 Bonds are being issued pursuant to Section 2i of Article VIII of the Ohio Constitution under powers granted to the Treasurer by Chapter 154 of the Revised Code as the issuing authority in all matters relating to the issuance of special obligation bonds for the financing of Capital Facilities, as that term is defined in Sections 154.01 and 154.24 of the Revised Code, for housing branches and agencies of state government.

Capitalized terms not otherwise defined in the text of this Official Statement shall have the meanings given to them in **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**.

Administrative Bonds

The Administrative Bonds are issued pursuant to a Trust Agreement dated as of March 1, 2012 (the "Administrative Original Trust Agreement") and the Series 2019A Supplemental Trust Agreement thereto dated as of July 1, 2019 (the "Administrative Series 2019A Supplemental Trust Agreement"), each between the State, acting by and through the Treasurer, and The Huntington National Bank, as Trustee (the "Administrative Trustee"). The Administrative Original Trust Agreement as amended and supplemented, including as supplemented by the Administrative Series 2019A Supplemental Trust Agreement, is referred to as the "Administrative Trust Agreement." The Administrative Bonds are authorized by the General Bond Order issued by the Treasurer on February 28, 2012 (the "Administrative General Bond Order") and Series Order No. 7-18 issued by the Treasurer on October 30, 2018 (the "Administrative Series 2019A Order").

Proceeds from the sale of the Administrative Bonds will be used for the purpose of (i) currently refunding bonds previously issued to pay Costs of Capital Facilities leased to the Department of Administrative Services of the State of Ohio (the "DAS"), and (ii) paying costs incidental to the issuance and sale of the Administrative Bonds. (See **THE SERIES 2019 BONDS - Sources and Uses of Bond Proceeds**)

The OPFC will lease the Capital Facilities refinanced with the Administrative Bonds to the DAS pursuant to the terms of a Lease Agreement dated as of March 1, 2012 (the "Administrative Original Lease Agreement") and a Series 2019A Supplemental Lease Agreement thereto dated as of July 1, 2019 (the "Administrative Series 2019A Supplemental Lease"), each between the OPFC and the DAS. The Administrative Original Lease Agreement as amended and supplemented, including as supplemented by the Administrative Series 2019A Supplemental Lease, is referred to as the "Administrative Lease." The term of the Administrative Lease, at the time of issuance of the Series 2019 Bonds, is expected to be renewed to expire June 30, 2021 and is renewable thereafter for successive terms not to exceed two years upon appropriation by the General Assembly to the DAS of the amounts required for rental payments for each successive term.

Adult Correctional Bonds

The Adult Correctional Bonds are issued pursuant to a Trust Agreement dated as of May 1, 2012 (the "Adult Correctional Original Trust Agreement") and the Series 2019A Supplemental Trust Agreement thereto dated as of July 1, 2019 (the "Adult Correctional Series 2019A Supplemental Trust Agreement"), each between the State, acting by and through the Treasurer, and The Bank of New York Mellon Trust Company, N.A., as Trustee (the "Adult Correctional Trustee"). The Adult Correctional Original Trust Agreement as amended and supplemented, including as supplemented by the Adult Correctional Series 2019A Supplemental Trust Agreement, is referred to as the "Adult Correctional Trust Agreement." The Adult Correctional Bonds are authorized by the General Bond Order issued by the Treasurer on May 3, 2012 (the "Adult Correctional General Bond Order") and Series Order No. 8-18 issued by the Treasurer on October 30, 2018 (the "Adult Correctional Series 2019A Order").

Proceeds from the sale of the Adult Correctional Bonds will be used for the purpose of (i) currently refunding bonds previously issued to pay Costs of Capital Facilities leased to the Department of Rehabilitation and Correction of the State of Ohio (the "DRC"), and (ii) paying costs incidental to the issuance and sale of the Adult Correctional Bonds. (See **THE SERIES 2019 BONDS - Sources and Uses of Bond Proceeds**)

The OPFC will lease the Capital Facilities refinanced with the Adult Correctional Bonds to the DRC pursuant to the terms of a Lease Agreement dated as of May 1, 2012 (the "Adult Correctional Original Lease Agreement") and a Series 2019A Supplemental Lease Agreement thereto dated as of July 1, 2019 (the "Adult Correctional Series 2019A Supplemental Lease"), each between the OPFC and the DRC. The Adult Correctional Original Lease Agreement as amended and supplemented, including as supplemented by the Adult Correctional Series 2019A Supplemental Lease, is referred to as the "Adult Correctional Lease." The term of the Adult Correctional Lease, at the time of issuance of the Series 2019 Bonds, is expected to be renewed to expire June 30, 2021 and is renewable thereafter for successive terms not to exceed two years upon appropriation by the General Assembly to the DRC of the amounts required for rental payments for each successive term.

Rental Payments and Bond Service Charges

Each of the aforementioned Leases requires rental payments from each of the DAS and the DRC, respectively, sufficient to pay (i) the Bond Service Charges on the applicable series of the Series 2019 Bonds and any other Obligations issued under the respective Trust Agreements, (ii) certain administrative costs of the Treasurer and (iii) any rebate amount or other related payments to maintain the exclusion from gross income for federal income tax purposes of the interest on the applicable series of the Series 2019 Bonds pursuant to Section 148(f) of the Code, if necessary. The rental payments from each of the DAS and the DRC constituting Basic Rent for the applicable Lease are assigned by the OPFC to the Treasurer, are paid directly to the Treasurer, are pledged by the State pursuant to the respective Trust Agreements for the payment of Bond Service Charges on the applicable series of the Series 2019 Bonds and are required to be deposited to each of the Bond Service Funds pursuant to the respective Trust Agreements. (See **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**)

The obligations of each of the DAS and the DRC, respectively, to make rental payments and to perform other obligations involving expenditures under its Lease are subject to and dependent upon separate biennial appropriations to the DAS and the DRC, respectively, being made by the General Assembly for such purposes. If the General Assembly fails to appropriate moneys to renew a particular Lease, that Lease will terminate. Under each Lease, the OPFC has waived all rights it may have to recover possession of the Projects in the event of the termination of the Lease. **If the General Assembly fails to appropriate moneys to renew a particular Lease, the OPFC does not have the remedies generally available to lessors upon default under or termination of a lease, and the OPFC, the Treasurer and the applicable Trustee may have no practical remedy to ensure that moneys are available for the payment of Bond Service Charges on the applicable Series 2019 Bonds.** (See **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**)

Based upon the projected Bond Service Charges on the Series 2019 Bonds and the Treasurer's estimated administrative expenses, the amounts expected to be appropriated by the General Assembly for the rental payments to be paid by each of the DAS and the DRC to the Treasurer under their respective Leases, together with existing moneys on deposit in the respective Bond Service Funds, are expected to be sufficient to pay the Bond Service Charges, together with such sums, if any, as shall be necessary to pay certain administrative expenses of the Treasurer (for example, applicable Trustee fees) for such biennium, including any amounts due as Additional Rent under those Leases. There is no Required Reserve for the Series 2019 Bonds.

This Official Statement contains brief descriptions of the Series 2019 Bonds, the security for the Series 2019 Bonds, the Treasurer, the DAS, the DRC, the OPFC, the Projects, the Leases and the Trust Agreements. **Certain financial and other information concerning the State is contained in APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO hereto and should be reviewed carefully because rental payments under the Leases are paid with moneys appropriated from the State General Revenue Fund.** (See **APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO – STATE DEBT – General and APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO – FISCAL MATTERS – Recent Receipts and Disbursements**)

All financial and other data included herein have been provided by the Treasurer, the DAS, the DRC or the State, except that which is attributed to other sources. The summaries of the documents described herein do not purport to be comprehensive or definitive and are qualified in their entirety by reference to such documents. Copies of the Leases and the Trust Agreements may be obtained from the Treasurer and the applicable Trustee and, during the initial offering period, from the Underwriters.

References to provisions of Ohio law or of the Ohio Constitution are to those provisions now in effect. Those provisions may from time to time be amended, repealed or supplemented.

THE SERIES 2019 BONDS

General

The Series 2019 Bonds will be issued pursuant to the constitutional and statutory authorities described herein and the respective General Bond Orders and the respective Series Orders issued by the Treasurer. The Series 2019 Bonds are issuable in the form and denominations, and will be dated and mature, as described in this Official Statement. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Series 2019 Bonds are issued under the Trust Agreements and are payable from separate appropriations by the General Assembly for rental payments under the respective Leases.

Registration, Payment and Transfer

The Series 2019 Bonds will be issued and issuable only as one fully registered bond for each respective maturity bearing the same interest rate in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, as Holder of all the Series 2019 Bonds. The fully registered Series 2019 Bonds will be retained and immobilized in the custody of DTC. For discussion of the book-entry system and DTC, see **APPENDIX C – BOOK-ENTRY SYSTEM; DTC**. DTC (or any successor Securities Depository), or its nominee, for all purposes under the Trust Agreements will be considered to be the sole Holder of the Series 2019 Bonds. The Series 2019 Bonds will be initially issued in denominations of \$5,000 or any multiple of \$5,000 in excess thereof.

Payments of Bond Service Charges on the Series 2019 Bonds

The principal of the Series 2019 Bonds will be payable to the Holder (initially DTC, or its nominee) upon presentation and surrender of the Series 2019 Bonds at the designated corporate trust office of the applicable Trustee as Paying Agent for the respective series of the Series 2019 Bonds. The Series 2019 Bonds will bear interest on their unpaid principal amounts payable on each Interest Payment Date to the Holder (initially DTC, or its nominee) at the address shown on the applicable Bond Register as of the close of business on the 15th day of the calendar month next preceding such Interest Payment Date (the "Regular Record Date"); provided that, so long as the Series 2019 Bonds remain in book-entry form, the applicable Trustee for the respective series of the Series 2019 Bonds will make any payment of Bond Service Charges by wire transfer of funds on each Interest Payment Date. The Interest Payment Dates for each series of the Series 2019 Bonds are April 1 and October 1, beginning October 1, 2019.

No Prior Redemption

The Series 2019 Bonds are not subject to redemption prior to maturity.

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Sources and Uses of Bond Proceeds

The proceeds of the Series 2019 Bonds will be applied for the following uses and purposes:

<u>Sources of Funds:</u>	<u>Administrative Bonds</u>	<u>Adult Correctional Bonds</u>
Par Amount	\$25,935,000.00	\$25,350,000.00
Premium	<u>1,805,449.65</u>	<u>1,764,697.80</u>
Total Sources	<u>\$27,740,449.65</u>	<u>\$27,114,697.80</u>
 <u>Uses of Funds:</u>		
Deposit to the Escrow Account	\$27,531,625.00	\$26,911,375.00
Financing Costs ¹	208,710.24	203,090.73
Deposit to Bond Service Fund	<u>114.41</u>	<u>232.07</u>
Total Uses	<u>\$27,740,449.65</u>	<u>\$27,114,697.80</u>

¹ Includes underwriters' discount, certain legal fees, printing costs and other costs of issuance.

A portion of the premium, if any, received by the Treasurer from the sale of the Series 2019 Bonds will be used to pay costs of issuance of the Series 2019 Bonds and will be deposited in the applicable Administrative Service Fund. As and to the extent provided in the Act and the applicable Series Order, on the date of delivery of the Series 2019 Bonds, certain proceeds received by the Treasurer from the sale of the Series 2019 Bonds will be deposited in the applicable Bond Service Fund to pay interest on the Series 2019 Bonds and used to refund the following maturities of outstanding bonds (collectively, the "Refunded Bonds"):

Administrative Refunded Bonds

<u>Series</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Par Amount</u>	<u>Earliest Permitted Redemption Date</u>	<u>Redemption Price</u>
2009B	October 1, 2020	5.000%	\$4,850,000	October 1, 2019	100%
2009B	October 1, 2021	5.000	5,100,000	October 1, 2019	100%
2009B	October 1, 2022	5.000	5,360,000	October 1, 2019	100%
2009B	October 1, 2023	5.000	5,635,000	October 1, 2019	100%
2009B	October 1, 2024	5.000	4,920,000	October 1, 2019	100%
2009B	October 1, 2024	4.000	1,000,000	October 1, 2019	100%

Adult Correctional Refunded Bonds

<u>Series</u>	<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Par Amount</u>	<u>Earliest Permitted Redemption Date</u>	<u>Redemption Price</u>
2009B	October 1, 2020	5.000%	\$4,740,000	October 1, 2019	100%
2009B	October 1, 2021	5.000	4,980,000	October 1, 2019	100%
2009B	October 1, 2022	5.000	5,235,000	October 1, 2019	100%
2009B	October 1, 2023	5.000	5,510,000	October 1, 2019	100%
2009B	October 1, 2024	5.000	5,790,000	October 1, 2019	100%

On the date of delivery and payment, proceeds of the Series 2019 Bonds will be used to purchase eligible investments (the "Defeasance Obligations") to be held in trust by The Huntington National Bank, as escrow agent for the Administrative Refunded Bonds, and The Bank of New York Mellon Trust Company, N.A., as escrow agent for the Adult Correctional Refunded Bonds, respectively, each the Treasurer's agent for the purpose, to provide for payment of principal of and interest on those Refunded Bonds to their respective Earliest Permitted Redemption Dates shown above.

FORWARD DELIVERY OF THE SERIES 2019 BONDS

General

Subject to the terms of the Bond Purchase Agreements (as defined below), the Treasurer expects that the Series 2019 Bonds will be issued and delivered on or about July 9, 2019 (the "Settlement Date"). The Series 2019 Bonds are being issued to provide funds (i) to refund the Refunded Bonds, and (ii) to pay costs of issuance of the Series 2019 Bonds. The Treasurer intends to apply a portion of the net proceeds of the sale of the Series 2019 Bonds to currently refund the Refunded Bonds within ninety (90) days following the Settlement Date on their Earliest Permitted Redemption Date. (See **THE SERIES 2019 BONDS - Sources and Uses of Bond Proceeds**)

Forward Delivery of the Series 2019 Bonds

The following is a description of certain provisions of the forward delivery Bond Purchase Agreement for each series of the Series 2019 Bonds (each a "Bond Purchase Agreement" and together the "Bond Purchase Agreements") between the Treasurer and the Underwriters for the Series 2019 Bonds. This description is not to be considered a full statement of the terms of the Bond Purchase Agreements and accordingly is qualified by reference thereto and is subject to the full text thereof. All purchasers of the Series 2019 Bonds are required to execute and deliver to the Underwriters a "Delayed Delivery Contract" substantially in the form of APPENDIX D.

Settlement. Delivery of the Series 2019 Bonds and the Underwriters' obligations under each Bond Purchase Agreement to purchase, to accept delivery of and to pay for the applicable series of the Series 2019 Bonds at the Settlement Date are conditioned upon the Treasurer having tendered performance of its obligations under the Bond Purchase Agreements with respect to the Settlement Date, including, without limitation, the delivery of an opinion, dated the Settlement Date, of Bond Counsel in substantially the form included as **EXHIBIT A** hereto, and the delivery of a letter from each of Moody's, Fitch and S&P confirming that they have rated the Series 2019 Bonds. Delivery of the Series 2019 Bonds is further contingent upon the delivery of certain certificates, reports, and legal opinions, and the satisfaction of other conditions as of the Settlement Date. Events which may prevent those conditions from being satisfied include, among others, (i) changes in law affecting the Treasurer, the State, the validity or enforceability of the Trust Agreements, the Series 2019 Bonds, or the tax-exempt status of the interest thereon as described herein and (ii) litigation which may be threatened or filed with a court of appropriate jurisdiction affecting the issuance of or security for the Series 2019 Bonds.

The Underwriters may terminate the Bond Purchase Agreements without liability therefor by notification to the Treasurer at any time on or prior to the Settlement Date under certain limited conditions set forth therein. (See **FORWARD DELIVERY OF THE SERIES 2019 BONDS – Termination of Bond Purchase Agreements**)

During the period of time between the date of the Official Statement for the Series 2019 Bonds and the issuance and delivery of the Series 2019 Bonds (the "Delayed Delivery Period"), certain information contained in the Official Statement could change in a material respect. The Treasurer has agreed to provide an updated Official Statement or a supplement to the Official Statement (either being an "Updated Official Statement") to purchasers of the Series 2019 Bonds, which shall be dated a date not less than eleven (11) calendar days prior to the Settlement Date. Any changes in such information will not permit the Underwriters to terminate the Bond Purchase Agreements unless the change is an event described under **"Termination of Bond Purchase Agreement"** below. In addition to the risks set forth above, purchasers of the Series 2019 Bonds are subject to certain additional risks, some of which are described below.

Ratings Risk. No assurances can be given that the ratings assigned to the Series 2019 Bonds on the Settlement Date will not be different from those currently assigned to the Series 2019 Bonds. (See **RATINGS**) For example, a ratings downgrade will not permit the Underwriter to terminate the Bond Purchase Agreements during the Delayed Delivery Period.

Secondary Market Risk. The Underwriters are not obligated to make a secondary market in the Series 2019 Bonds and no assurances can be given that a secondary market will exist for the Series 2019 Bonds during the Delayed Delivery Period. Purchasers of the Series 2019 Bonds should assume that the Series 2019 Bonds will be illiquid throughout the Delayed Delivery Period.

Market Value Risk. The market value of the Series 2019 Bonds as of the Settlement Date may be affected by a variety of factors including, without limitation, general market conditions; the ratings on the Series 2019 Bonds; the financial condition and operations of the State; and federal and State income tax and other laws. The market value of the Series 2019 Bonds on the Settlement Date could be greater or less than the agreed purchase price therefor by the initial purchasers, and the

difference could be substantial. None of the Treasurer, the State, DAS, DRC, the OPFC or the Underwriters makes any representation as to the market price of the Series 2019 Bonds as of the Settlement Date.

Tax Law Risks. Subject to the additional conditions of settlement described under "**Conditions of Settlement**" below, each Bond Purchase Agreement obligates the Treasurer to deliver, and the Underwriters to acquire, the Series 2019 Bonds if the Treasurer causes delivery of an opinion of Bond Counsel substantially in the form set forth in **EXHIBIT A** hereto. During the Delayed Delivery Period, new legislation, new court decisions, new regulations, or new rulings may be enacted, promulgated or interpreted that might prevent Bond Counsel from rendering its opinion or otherwise affect the substance of such opinion. Notwithstanding that the enactment of new legislation, new court decisions or the promulgation of new regulations or rulings might diminish the value of, or otherwise affect, the federal tax exemption for interest payable on "state or local bonds," the Treasurer may still be able satisfy the requirements for the delivery of the Series 2019 Bonds. In such event, the purchasers would be required to accept delivery of the Series 2019 Bonds. For example, corporate tax rates could change during the Delayed Delivery Period affecting the market value of the Series 2019 Bonds but not the tax status of the Series 2019 Bonds. Prospective purchasers are encouraged to consult their tax advisors regarding the likelihood of any changes in tax law and the consequences of such changes to such purchasers.

Conditions of Settlement. The settlement and the issuance of the Series 2019 Bonds will not require further approval orders or official action by the Treasurer. The documents to be delivered on the Settlement Date include, among other items, the opinion of Bond Counsel in substantially the form set forth as **EXHIBIT A** hereto (see "**Tax Law Risks**" above), opinions from Disclosure Counsel, Issuer's Counsel and Underwriters' Counsel, and certificates of the Treasurer, OBM, DAS, and DRC as to the completeness and accuracy of the Updated Official Statement relating to the Series 2019 Bonds, which each Bond Purchase Agreement requires the Treasurer to prepare and furnish to the Underwriters, as such Updated Official Statement may be supplemented and amended to the Settlement Date.

Delayed Delivery Contract. The Underwriters have advised the Treasurer that the Series 2019 Bonds will be sold only to investors who execute a delayed delivery contract with the Underwriters substantially in the form of **APPENDIX D – FORM OF DELAYED DELIVERY CONTRACT** attached hereto. None of the Treasurer, the State, DAS, DRC, or the OPFC is a party to the delayed delivery contracts with investors and none is in any way responsible for the performance thereof or for any representations or warranties contained therein. The rights and obligations of the Treasurer and the Underwriters under the Bond Purchase Agreements are not conditioned or dependent upon the performance of any delayed delivery contract.

Termination of Bond Purchase Agreements

The Underwriters may terminate the Bond Purchase Agreements during the Delayed Delivery Period by notification to the Treasurer, at any time on or prior to the Settlement Date under limited circumstances described below, which should be carefully reviewed.

The applicable Bond Purchase Agreement may be terminated by the Underwriters during the Delayed Delivery Period if a decision, ruling or finding shall have been entered by any court or governmental authority during the Delayed Delivery Period (and not reversed on appeal or otherwise set aside) which (i) contests the validity of the applicable series of the Series 2019 Bonds or the proceedings for their authorization, issuance, sale, execution and delivery, or (ii) contests or affects the enforceability of the applicable General Bond Order, Series 2019A Order, Trust Agreement, Escrow Agreement, Continuing Disclosure Agreement or Bond Purchase Agreement. Further, the title to their respective offices of the officers of the State who are responsible for the authorization, issuance, signature and delivery of the Series 2019 Bonds shall not then be under contest in any judicial or administrative proceeding, no authority or proceeding for the issuance of the Series 2019 Bonds shall have been repealed, revoked or rescinded, and no petitions for referendum or initiative with respect to or affecting any portion of the Act authorizing the issuance of the Series 2019 Bonds, or a material source of payment of or security for the Series 2019 Bonds, shall have been filed.

The applicable Bond Purchase Agreement may be terminated by the Underwriters during the Delayed Delivery Period if (1) a default shall have occurred and be continuing with respect to the payment of any obligation for borrowed money that is a direct obligation of the State, and (2) bankruptcy, insolvency or other similar proceeding in respect of the State shall be pending, or to the knowledge of the Treasurer, contemplated, and there shall not have been enacted since the start of the Delayed Delivery Period any moratorium or similar legislation with respect to any obligation described in clause (1), which, in either case of (1) or (2), in the reasonable judgment of the Underwriters, materially adversely affects the market for the Series 2019 Bonds or the sale thereof, at the contemplated offering prices (or yields), by the Underwriters. For all purposes of the Bond Purchase Agreements, a default shall not be deemed to be continuing if it has been cured, waived or otherwise remedied.

The applicable Bond Purchase Agreement may be terminated by the Underwriters during the Delayed Delivery Period if Moody's, S&P and Fitch have not assigned their underlying ratings to the Series 2019 Bonds (without regard to the level of such ratings); provided, however, if one or more of the listed rating agencies are no longer in business and no longer provide any ratings, then such requirement to provide a rating for such rating agency is waived by the Underwriters. No assurances can be given that the ratings assigned to the Series 2019 Bonds on the Settlement Date will not be different from those currently assigned to the Series 2019 Bonds. (See "**Ratings Risks**" above)

The applicable Bond Purchase Agreement may be terminated by the Underwriters during the Delayed Delivery Period if (A) any change in or addition to applicable federal or state law, whether statutory or as interpreted by the courts, including any changes in or new rules, regulations or other pronouncements or interpretations by federal or state agencies, (B) any law, rule or regulation enacted by any governmental body, department or agency, or (C) any judgment, ruling or order issued by any court or administrative body, which in each instance:

- legally prohibits the Underwriters (or has the retroactive effect of prohibiting, if enacted, adopted, passed or finalized) from accepting delivery of and paying for the Series 2019 Bonds in accordance with the provisions of the applicable Bond Purchase Agreement or selling the Series 2019 Bonds or beneficial ownership interests therein to bona fide purchasers, or
- shall make the sale or issuance and delivery of the Series 2019 Bonds illegal (or have the retroactive effect of making such sale, issuance, or delivery illegal, if enacted, adopted, passed or finalized), or
- eliminates the exclusion from gross income of interest on the Series 2019 Bonds (or has the retroactive effect of eliminating such exclusion if enacted, adopted, passed, or finalized), or
- requires the Series 2019 Bonds to be registered under the 33 Act, the 34 Act, or the Trust Agreements to be qualified under the 39 Act (or has the retroactive effect of requiring such registration or qualification if enacted, passed, finalized, or adopted);

provided, however, that such change in or addition to law, legislation, rule or regulation, or judgment, ruling or order shall have become effective, been enacted or been issued, as the case may be, after the start of the Delayed Delivery Period.

The applicable Bond Purchase Agreement may be terminated by the Underwriters during the Delayed Delivery Period if a stop order, ruling, regulation, or official statement by the Securities and Exchange Commission or any other governmental agency having jurisdiction of the subject matter shall have been issued or made or any other event occurs, the effect of which is that the issuance, offering, or sale of the Series 2019 Bonds, or the Trust Agreements is or would be in violation of any provision of the federal securities laws, including the 33 Act, the 34 Act, or the 39 Act.

Subject to satisfaction of certain conditions and to the occurrence of certain events described under the heading "**FORWARD DELIVERY OF THE SERIES 2019 BONDS — Forward Delivery of the Series 2019 Bonds**," upon the issuance of the Series 2019 Bonds, the Treasurer will execute and deliver its certificate to the effect that to the best of the Treasurer's knowledge, with respect to the information concerning the Treasurer, the State, DAS, DRC, and the OPFC contained in this Official Statement and as further described in the Updated Official Statement, no event affecting them has occurred since the date of the Updated Official Statement which either makes untrue or incorrect in any material respect, as of the date of the issuance of the Series 2019 Bonds, any statement or information contained in the Official Statement as further described in the Updated Official Statement or is not reflected in the Updated Official Statement but should be reflected in order to make the statements and information not misleading in any material respect.

THE BONDS GENERALLY

Constitutional and Statutory Authorization

The Series 2019 Bonds are authorized under Section 2i of Article VIII of the Ohio Constitution. This constitutional amendment, adopted in November 1968, authorized the issuance of State special obligation bonds or notes for the purpose of paying the Costs of Capital Facilities for housing branches and agencies of state government. Chapter 154 of the Revised Code (the "Act") implements the bond issuing aspects of that constitutional provision. The "issuing authority" for the Series 2019 Bonds is the Treasurer. The Treasurer is part of the executive department of the State and is a key officer of the State elected to office for a four-year term.

Prior Bonds and Additional Bonds

The Ohio Building Authority (the "Authority") previously issued several series of bonds for the Administrative Building Fund under the Administrative Prior Trust Agreement and for the Adult Correctional Building Fund under the Adult Correctional Prior Trust Agreement, each issued for the purpose of financing or refinancing the Costs of Capital Facilities for housing branches and agencies of state government for the DAS and the DRC. The Treasurer has the authority to issue Obligations, including the Administrative Bonds and any subsequent Additional Bonds under the Administrative Trust Agreement, and the Adult Correctional Bonds and any subsequent Additional Bonds under the Adult Correctional Trust Agreement, for the purpose of paying Costs of Capital Facilities in an amount not exceeding the amount authorized by the General Assembly (See **APPENDIX A – INFORMATION CONCERNING THE STATE OF OHIO – STATE DEBT – Constitutional Limitation on Annual Debt Service**) or for the purpose of refunding one or more series or one or more maturities within a series of the applicable Prior Bonds, or Obligations previously issued under the applicable Trust Agreement. Any applicable Additional Bonds will be payable from the Pledged Receipts under the applicable Trust Agreement on a parity with the applicable series of the Series 2019 Bonds and any other Obligations outstanding under that Trust Agreement. (See **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**)

Security

The Series 2019 Bonds are special obligations of the State issued by the Treasurer under and pursuant to the respective Trust Agreements. Each series of the Series 2019 Bonds is payable solely from, and together with any applicable Additional Bonds and any other Obligations outstanding under that Trust Agreement, are equally and ratably secured by a pledge of the applicable Pledged Receipts. See **Rental Payments and Related Budget Requirements** below.

The Series 2019 Bonds are issued under the respective Trust Agreements and are payable from separate appropriations by the General Assembly for rental payments under the respective Leases.

The Series 2019 Bonds will be entitled only to the security afforded by the Pledged Receipts under the respective Trust Agreements on a parity basis with Additional Bonds and any other Obligations issued under that Trust Agreement. None of the financed or refinanced Projects, nor any interest therein, is pledged or mortgaged as security for the Series 2019 Bonds, nor will the OPFC, the applicable Trustee or the Treasurer have the right to take possession of or operate the Projects upon a default under, or termination of, a Lease. (See **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**)

Rental Payments and Related Budget Requirements

Each Lease requires payment of Basic Rent in an amount at least equal to: (i) Bond Service Charges on all outstanding Obligations issued under the respective Trust Agreements (whether due as scheduled, as a result of a call for redemption or as a result of an acceleration of principal and interest on such Obligations); and (ii) such sums, if any, as shall be necessary to maintain any applicable Required Reserve in the applicable Bond Service Reserve Account (no Required Reserve is provided for or required with respect to any series of the Series 2019 Bonds or any Obligations previously issued under the respective Trust Agreements). Each Lease also requires payment of Additional Rent in an amount equal to certain administrative fees, expenses and obligations other than Bond Service Charges incurred by the Treasurer and amounts sufficient to pay any rebate amount or other related payments to maintain the exclusion from gross income for federal income tax purposes of the interest on the Series 2019 Bonds pursuant to Section 148(f) of the Code, to the extent not available from other sources.

Each Lease requires the OPFC (by and through the Treasurer) to periodically prepare and submit to the each of DAS and the DRC, as applicable, reports estimating the rental payments to be due thereunder, taking into account existing monies on deposit in the respective Bond Service Funds, which reports must be confirmed by the Director of the State's Office of Budget and Management. The obligations of each of the DAS and the DRC, respectively, to make rental payments pursuant to its Lease are expressly made subject to the separate appropriation of moneys by the General Assembly for such purposes. Under the Ohio Constitution, an appropriation may not be made beyond the fiscal biennium. The term of each Lease expires no later than the end of each State fiscal biennium (currently June 30 of each odd-numbered year, *e.g.*, at the time of issuance of the Series 2019 Bonds, June 30, 2021), unless the General Assembly has appropriated funds for the purpose of paying the rents and other sums payable thereunder for the next succeeding State fiscal biennium. The term of each Lease will be renewed for an additional term not exceeding two years (commencing on the first day of the new State fiscal biennium) upon such appropriations becoming effective on or prior to the beginning of each State fiscal biennium (currently July 1 of each odd-numbered year, *e.g.*, at the time of issuance of the Series 2019 Bonds, July 1, 2021). The present obligations of each of

the DAS and the DRC, respectively, to make rental payments under its Lease will continue, so long as its Lease is renewed, until all applicable Obligations issued under the respective Trust Agreement have been paid. So long as its Lease remains in effect, the obligations of each of the DAS and the DRC, respectively, to make rental payments thereunder in amounts sufficient to pay the applicable Bond Service Charges and for other purposes set forth above are absolute and unconditional, subject only to the availability of moneys appropriated for such purposes. In each respective Lease, each of the DAS and the DRC has agreed to submit budget requests in accordance with applicable laws in amounts sufficient to pay rental payments under the respective Lease.

The obligations of each of the DAS and the DRC, respectively, to make rental payments under its Lease are subject to and dependent upon separate biennial appropriations for the DAS and the DRC being made by the General Assembly for such purposes. As noted above, the General Assembly may not, under the provisions of the Ohio Constitution, make appropriations for a period longer than two years. While the Treasurer and the OPFC expect that the General Assembly will, for each State fiscal biennium, continue to appropriate amounts to each of the DAS and the DRC sufficient to meet their rental payment obligations to the OPFC under its Lease consistent with the State budget, the General Assembly is not under a legal obligation to make appropriations in accordance with such State budgets for future State fiscal biennia. Accordingly, none of the Treasurer, OPFC, the DAS or the DRC can make any assurance that appropriations will be made. **THE SERIES 2019 BONDS ARE SPECIAL OBLIGATIONS OF THE STATE ISSUED BY THE TREASURER PAYABLE SOLELY FROM THE APPLICABLE PLEDGED RECEIPTS UNDER THE APPLICABLE TRUST AGREEMENT. THE SERIES 2019 BONDS DO NOT REPRESENT OR CONSTITUTE A DEBT OF THE STATE, THE TREASURER, THE DAS, THE DRC, THE OPFC OR ANY POLITICAL SUBDIVISION OF THE STATE, NOR A PLEDGE OF THE FAITH AND CREDIT OF THE STATE, THE TREASURER, THE DAS, THE DRC, THE OPFC OR ANY POLITICAL SUBDIVISION OF THE STATE. THE HOLDERS AND BENEFICIAL OWNERS OF THE SERIES 2019 BONDS WILL HAVE NO RIGHT TO HAVE EXCISES OR TAXES LEVIED BY THE GENERAL ASSEMBLY FOR THE PAYMENT OF THE BOND SERVICE CHARGES ON THE SERIES 2019 BONDS.** The Series 2019 Bonds are not parity bonds across programs and therefore, there is no pledge of revenues or receipts received by or on behalf of any state agency to Bond Service Charges on Obligations other than those issued for Capital Facilities which are in whole or in part useful to, constructed by, or financed by the state agency that receives the revenues or receipts so pledged. Neither series of the Series 2019 Bonds issued pursuant to one of the Trust Agreements is secured by a pledge of Pledged Receipts securing the other series of the Series 2019 Bonds issued pursuant to the other Trust Agreement. For example, the Pledged Receipts pledged to Bond Service Charges on the Administrative Bonds are not pledged for the repayment of the Adult Correctional Bonds and vice versa. (See **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**)

DEPARTMENT OF ADMINISTRATIVE SERVICES

The Department of Administrative Services (the "DAS") was created in December 1973 and provides centralized services and specialized support to the State's departments, boards, commissions and agencies as well as political subdivisions and state universities and colleges. The DAS is generally responsible for, among other functions, procuring goods and services, operating the State's Office of Information Technology, leasing and managing office space, processing payroll, managing print shops, and overseeing personnel and equal employment opportunity matters.

The DAS is administered by the Director of Administrative Services, who is appointed by the Governor with the advice and consent of the Senate, is a member of the Governor's Cabinet and serves at the pleasure of the Governor. The DAS is organized into five divisions: Office of Information Technology, Equal Opportunity Division, General Services Division, Human Resources Division and Office of Collective Bargaining.

DEPARTMENT OF REHABILITATION AND CORRECTION

The Department of Rehabilitation and Correction (the "DRC") was created by legislation in 1972 amending Chapter 121 and adding Chapter 5120 to the Ohio Revised Code which separated the responsibilities and functions of the DRC from those of what was then the Department of Mental Health and Mental Retardation. The DRC is empowered by law to maintain, operate, manage and govern all State institutions for the custody, control, training and rehabilitation of persons convicted of crime and sentenced to penal institutions. The DRC utilizes 27 correctional institutions for those purposes. The DRC does not have jurisdiction over juvenile offenders, who are the responsibility of the Department of Youth Services. The DRC is administered by the Director of Rehabilitation and Correction, who is appointed by the Governor with the advice and consent of the Senate.

OHIO PUBLIC FACILITIES COMMISSION

The Ohio Public Facilities Commission (the "OPFC") is a body politic and corporate, constituting an agency and instrumentality of the State and performing essential functions of the State. It is comprised of six members, being the incumbents in the elective offices of Governor, Attorney General, Auditor of State, Secretary of State, Treasurer of State, and the Director of Budget and Management (appointed by the Governor with the consent of the Senate, and serving at the pleasure of the Governor). The Governor serves as the Chair, the Treasurer of State as the Treasurer and the Director of Budget and Management as the Secretary of the Commission. The elective terms on a quadrennial basis. Commission members may, at Commission meetings, act through appointed designees.

THE TRUST AGREEMENTS

Each Trust Agreement provides for a pledge of the applicable Pledged Receipts (primarily the Basic Rent payable under the applicable Lease) by the State to the applicable Trustee, for the benefit of Holders of the Obligations issued under that Trust Agreement, including the applicable Series 2019 Bonds. All outstanding Obligations issued under a particular Trust Agreement are equally and ratably secured, without distinction by reason of series designation, number, date of authorization, issuance, sale, execution or delivery, or issue date or of maturity, by the pledge of the Pledged Receipts to the extent provided in, and except as otherwise permitted by, the applicable General Bond Order. Each of the Administrative Bonds and the Adult Correctional Bonds are issued under a separate Trust Agreement.

Nothing in the Act, the General Bond Orders, the Trust Agreements or other applicable Bond Proceedings gives the holders of Obligations, and they do not have, the right to have the General Assembly levy any excises or taxes for the payment of Bond Service Charges; each Obligation bears on its face a statement to that effect and to the effect that the right of Bondholders to the payment of Bond Service Charges is limited to payment from the applicable Pledged Receipts, the applicable Bond Service Account, and any other source of moneys as provided in the applicable General Bond Order and in the applicable Series Order. However, nothing in a Trust Agreement or in other Bond Proceedings shall be deemed to prohibit the Treasurer or the State, of the Treasurer's or the State's own volition, from using to the extent lawfully authorized to do so any other resources for the fulfillment of the terms, conditions or obligations of the applicable Bond Proceedings and the Obligations.

Each Trust Agreement is an essential document for the security of the Series 2019 Bonds to which it applies and should be read in its entirety. For additional information and a document summary of the Trust Agreements, see **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**. Copies of the Trust Agreements are available upon request from the Treasurer, 30 East Broad Street, 9th Floor, Columbus, Ohio 43215 (telephone (614) 466-6903).

THE LEASES

The Act provides that the OPFC may lease any Capital Facilities to, and make or provide for other agreements with respect to the use or purchase of such Capital Facilities with, the DAS and the DRC and, with their approval, any governmental agency having authority under law to operate such Capital Facilities. The OPFC and the DAS and the DRC, respectively, have previously entered into the respective Leases and will enter into each respective Supplemental Lease in connection with the Projects to be financed and refinanced with the proceeds of the Series 2019 Bonds and the issuance of the Series 2019 Bonds. An additional supplemental lease agreement will be entered into in connection with each issue of Additional Bonds under a particular Trust Agreement identifying the Projects to be financed or refinanced and providing for the related rentals.

The agreement of each of the DAS and the DRC to make rental payments pursuant to its Lease, and to perform other obligations involving expenditures thereunder, at the times and in the amounts provided for in its Lease, is effective and binding upon the DAS and the DRC only when and to the extent that funds have been separately appropriated by the General Assembly and are available for that purpose. Under the Ohio Constitution, an appropriation may not be made beyond the fiscal biennium, and the Leases may be renewed only for two-year periods. Under the terms of each Lease, a failure by the General Assembly to appropriate moneys at least equal to Bond Service Charges for a particular Lease, amounts the OPFC estimates are necessary for Additional Rent under that Lease, and other sums payable under that Lease for the next State fiscal biennium would result in the termination of that Lease at the end of the two-year term then in effect. A Lease will, however, be fully reinstated, as if it had never been terminated, provided (a) all overdue installments, if any, of interest on outstanding Obligations, all principal of all Obligations then outstanding which have become due and payable otherwise than by acceleration, if any, in accordance with the terms of the applicable Trust Agreement, and all other sums then payable under or pursuant to the applicable Trust Agreement (except the principal of and the interest on such Obligations which by such

acceleration shall have become due and payable) shall have been paid, and such acceleration, if any, shall have been duly rescinded and annulled, and (b) the General Assembly shall have appropriated funds to enable the DAS and the DRC, as the case may be, to pay or provide for the payment of the amounts to be paid under that Lease, then in such event that Lease shall be fully reinstated, as if it had never been terminated.

Under the provisions of the Ohio Constitution, appropriations by the General Assembly may not be made for a period longer than the fiscal biennium, which begins July 1 and ends June 30 in each odd-numbered year. While the Treasurer and the OPFC expect that for each State fiscal biennium the General Assembly will appropriate amounts to each of the DAS and the DRC estimated to be sufficient to meet payments under its Lease consistent with the State budget, the General Assembly is not under a legal obligation to make such appropriations to any of the DAS and the DRC. Accordingly, none of the Treasurer, the OPFC, the DAS or the DRC can make any assurance that appropriations will be made. Section 2i of Article VIII of the Ohio Constitution and the Act provide that the owners and Holders of the Series 2019 Bonds are not given the right to have excises or taxes levied by the General Assembly for the payment of principal or interest thereon.

Each Lease is an essential document for the security of the applicable Series 2019 Bonds to which it applies and should be read in its entirety. For additional information and a document summary of the Leases, see **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES**. Copies of the Leases are available upon request from the Treasurer, 30 East Broad Street, 9th Floor, Columbus, Ohio 43215 (telephone (614) 466-6903).

TAX MATTERS

General

In the opinion of Shumaker, Loop & Kendrick, LLP, Bond Counsel to the Treasurer, under existing law and subject to satisfaction of certain conditions and to the occurrence of certain events described herein under the heading "**FORWARD DELIVERY OF THE SERIES 2019 BONDS**," (i) assuming continuing compliance with certain covenants and the accuracy of certain representations, interest on the Series 2019 Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax under the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) the Series 2019 Bonds, the transfer thereof, and the income therefrom, including any profit made on the sale thereof, are free from taxation within the State of Ohio, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax. Interest on the Series 2019 Bonds may be subject to certain federal taxes imposed only on certain corporations, and certain taxpayers may have other federal tax consequences as a result of owning the Series 2019 Bonds. Bond Counsel expresses no opinion as to any other tax consequences regarding the Series 2019 Bonds.

The opinion on tax matters will be based on and will assume the accuracy of certain representations and certifications, and continuing compliance with certain covenants, of the State contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Series 2019 Bonds are and will remain obligations the interest on which is excludable from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of the certifications and representations, or the continuing compliance with covenants, of the State.

The opinion of Bond Counsel is based on current legal authority and covers certain matters not directly addressed by such authority. It represents Bond Counsel's legal judgment as to exclusion of interest on the Series 2019 Bonds from gross income for federal income tax purposes but is not a guaranty of that conclusion. The opinion is not binding on the Internal Revenue Service ("IRS") or any court. Bond Counsel expresses no opinion about (i) the effect of future changes in the Code and the applicable regulations under the Code or (ii) the interpretation and the enforcement of the Code or those regulations by the IRS.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and to remain excludable from gross income for federal income tax purposes, some of which require future or continued compliance after issuance of the obligations. Noncompliance with these requirements by the State may cause loss of such status and result in the interest on the Series 2019 Bonds being included in gross income for federal income tax purposes retroactively to the date of issuance of the Series 2019 Bonds. The State has covenanted to take the actions required of it for the interest on the Series 2019 Bonds to be and to remain excludable from gross income for federal income tax purposes and not to take any actions that would adversely affect that exclusion. After the date of issuance of the Series 2019 Bonds, Bond Counsel will not undertake to determine (or to so inform any person) whether any actions taken or not taken, or any events occurring or not occurring, or any other matters coming to Bond Counsel's attention, may adversely affect the

exclusion from gross income for federal income tax purposes of interest on the Series 2019 Bonds or the market value of the Series 2019 Bonds.

Interest on the Series 2019 Bonds may be subject to a federal branch profits tax imposed on certain foreign corporations doing business in the United States and to a federal tax imposed on excess net passive income of certain S corporations. Under the Code, the exclusion of interest from gross income for federal income tax purposes may have certain adverse federal income tax consequences on items of income, deduction or credit for certain taxpayers, including financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations, and individuals otherwise eligible for the earned income tax credit. The applicability and extent of these and other tax consequences will depend upon the particular tax status or other tax items of the owner of the Series 2019 Bonds. Bond Counsel will express no opinion regarding those consequences.

Payments of interest on tax-exempt obligations, including the Series 2019 Bonds, are generally subject to IRS Form 1099-INT information reporting requirements. If a Series 2019 Bond owner is subject to backup withholding under those requirements, then payments of interest will also be subject to backup withholding. Those requirements do not affect the exclusion of such interest from gross income for federal income tax purposes.

Prospective purchasers of the Series 2019 Bonds should consult their own tax advisers regarding pending or proposed federal and state tax legislation and court proceedings, and prospective purchasers of the Series 2019 Bonds at other than their original issuance at the prices indicated on the Cover of this Official Statement should also consult their own tax advisers regarding other tax considerations such as the consequences of market discount, as to all of which Bond Counsel expresses no opinion.

The IRS has a program to audit tax-exempt obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the Series 2019 Bonds, under current IRS procedures, the IRS will treat the State as the taxpayer and the owners and Beneficial Owners of the Series 2019 Bonds will have only limited rights, if any, to obtain and participate in judicial review of such audit. Any action of the IRS, including but not limited to selection of the Series 2019 Bonds for audit, or the course or result of such audit, or an audit of other obligations presenting similar tax issues, may affect the market values of the Series 2019 Bonds. Bond Counsel's engagement with respect to the Series 2019 Bonds ends with the issuance of the Series 2019 Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the State, the Treasurer, the DAS, the DRC, the OPFC or the owners or Beneficial Owners of the Series 2019 Bonds regarding the tax status of interest on the Series 2019 Bonds in the event of an audit examination by the IRS.

Risk of Future Legislative Changes and/or Court Decisions

Legislation affecting tax-exempt obligations is regularly considered by the United States Congress and may also be considered by the State legislature. Court proceedings may also be filed, the outcome of which could modify the tax treatment of obligations such as the Series 2019 Bonds. There can be no assurance that legislation enacted or proposed, or actions by a court, after the date of issuance of the Series 2019 Bonds will not have an adverse effect on the tax status of interest or other income on the Series 2019 Bonds or the market value or marketability of the Series 2019 Bonds. These adverse effects could result, for example, from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or repeal (or reduction in the benefit) of the exclusion of interest on the Series 2019 Bonds from gross income for federal income tax purposes or of the Series 2019 Bonds from gross income for state income tax purposes for all or certain taxpayers.

For example, recent federal tax reform reduced corporate tax rates, modified individual tax rates, eliminated and/or reduced many deductions, repealed the federal corporate alternative minimum tax for corporate taxable years beginning on and after January 1, 2018, and eliminated tax-exempt advance refundings for tax-exempt obligations, among other things. These reforms and future reforms may increase, reduce or otherwise change the financial benefits provided to certain owners of state and local government bonds. Additionally, investors in the Series 2019 Bonds should be aware that future legislative actions (including additional federal tax reform) may retroactively change the treatment of all or a portion of the interest on the Series 2019 Bonds for federal income tax purposes for all or certain taxpayers. In such event, the market value of the Series 2019 Bonds may be affected and the ability of holders to sell their Series 2019 Bonds in the secondary market may be reduced. The Series 2019 Bonds are not subject to special mandatory redemption, and the interest rates on the Series 2019 Bonds are not subject to adjustment, in the event of any such change in the tax treatment of interest on the Series 2019 Bonds.

Investors should consult their own financial and tax advisers to analyze the importance of these risks.

Original Issue Premium

All of the Series 2019 Bonds ("Premium Bonds") as shown on the Cover were offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually. No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity) or other disposition of Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that is amortized during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond. A purchaser of a Premium Bond in the initial public offering at the price for that Premium Bond stated on the Cover of this Official Statement who holds that Premium Bond to maturity (or, in the case of a callable Premium Bond, to its earlier call date that results in the lowest yield on that Premium Bond) will realize no gain or loss upon the retirement of that Premium Bond.

Owners of Premium Bonds should consult with their own tax advisers as to the determination for federal income tax purposes of the amount of bond premium properly amortizable in any period with respect to the Premium Bonds and as to other federal tax consequences and the treatment of bond premium for purposes of state and local taxes on, or based on, income.

LITIGATION

There is no litigation pending contesting the validity of the Series 2019 Bonds or the proceedings for their authorization, issuance, sale, execution and delivery. A no-litigation certificate to that effect will be delivered to the Underwriters at the time of original delivery of the Series 2019 Bonds.

The Treasurer, the DAS, the DRC, the OPFC and the State are parties to various legal proceedings seeking damages or injunctive relief, which are generally incidental to their respective operations, but unrelated to the security for the Series 2019 Bonds. The ultimate disposition of these proceedings is not presently determinable, but in the opinion of the Ohio Attorney General will not have a material adverse effect on the Series 2019 Bonds or the security for the Series 2019 Bonds.

LEGAL OPINIONS

Legal matters incident to the issuance of the Series 2019 Bonds and with regard to the tax-exempt status of the interest thereon (see **TAX MATTERS**) are subject to the approving legal opinion of Shumaker, Loop & Kendrick, LLP, Bond Counsel. The signed legal opinion for each series of the Series 2019 Bonds dated as of, and premised on the transcript of proceedings examined and law in effect on, the date of original delivery of the Series 2019 Bonds, will be delivered to the Underwriters at the time of that original delivery.

The proposed text of Bond Counsel's legal opinions is set forth as **EXHIBIT A** hereto. The legal opinions to be delivered may vary from that text if necessary to reflect facts and law on the date of delivery. The opinion will speak only as of its date, and subsequent distribution by recirculation of the Official Statement or otherwise should not create any implication that Bond Counsel has reviewed or expressed any opinion concerning any of the matters referred to in the opinion subsequent to its date.

Certain legal matters will be passed upon for the Treasurer by his counsel, the Attorney General of Ohio, and Dinsmore & Shohl LLP, which is serving as Issuer Counsel and Disclosure Counsel to the Treasurer. Certain legal matters also will be passed upon for the DAS and the DRC by the Attorney General of Ohio. Certain legal matters will be passed upon for the Underwriters by Taft Stettinius & Hollister LLP.

RATINGS

In response to the Treasurer's application, the Series 2019 Bonds have been rated AA (outlook stable) by Fitch Ratings ("Fitch"), Aa2 (outlook stable) by Moody's Investors Service, Inc. ("Moody's") and AA (outlook stable) by S&P Global Ratings, a division of S&P Global Inc. ("S&P").

The ratings in effect from time to time reflect only the views of the particular rating organization. The explanation of its views of its rating's meaning and significance may be obtained from the respective rating agency. The State and the Treasurer furnished to each rating agency certain information and materials, some of which may not be included in this Official Statement, relating to the Series 2019 Bonds and other obligations, the State, the Treasurer, the DAS and the DRC. Generally, rating agencies base their ratings on that information and materials, and on their own investigations, studies and assumptions.

There can be no assurance that the ratings assigned will continue for any given time, or that a rating will not be lowered or withdrawn by a rating agency if in its judgment circumstances so warrant. Any downward change in or withdrawal of a rating, or change in rating outlook or other actions of a rating agency, may have an adverse effect on the marketability and market price of the Series 2019 Bonds.

UNDERWRITING

Raymond James & Associates, Inc., as an Underwriter and as representative of the other Underwriters identified on the Cover, has agreed, subject to certain conditions, to purchase the Series 2019 Bonds from the Treasurer at the following price:

- For the Administrative Bonds, \$27,617,666.58 (consisting of the par amount thereof, plus original issue premium (\$1,805,449.65) and less underwriters' discount (\$122,783.07)).
- For the Adult Correctional Bonds, \$26,994,276.50 (consisting of the par amount thereof, plus original issue premium (\$1,764,697.80) and less underwriters' discount (\$120,421.30)).

The Underwriters are obligated to purchase all of the Series 2019 Bonds if any Series 2019 Bonds are purchased. The Underwriters may offer the Series 2019 Bonds to certain dealers (including dealers depositing the Series 2019 Bonds into unit investment trusts, certain of which may be sponsored or managed by one or more of the Underwriters) at prices different from the public offering prices, and may change the public offering prices from time to time.

One of the Underwriters, Wells Fargo Bank, National Association, provided the following two paragraphs for inclusion in this Official Statement:

Wells Fargo Securities is the trade name for certain securities-related capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association, which conducts its municipal securities sales, trading and underwriting operations through the Wells Fargo Bank, NA Municipal Products Group, a separately identifiable department of Wells Fargo Bank, National Association, registered with the Securities and Exchange Commission as a municipal securities dealer pursuant to Section 15B(a) of the Securities Exchange Act of 1934.

Wells Fargo Bank, National Association, acting through its Municipal Products Group ("WFBNA"), one of the underwriters of the Series 2019 Bonds, has entered into an agreement (the "WFA Distribution Agreement") with its affiliate, Wells Fargo Clearing Services, LLC (which uses the trade name "Wells Fargo Advisors") ("WFA"), for the distribution of certain municipal securities offerings, including the Series 2019 Bonds. Pursuant to the WFA Distribution Agreement, WFBNA will share a portion of its underwriting or remarketing agent compensation, as applicable, with respect to the Series 2019 Bonds with WFA. WFBNA has also entered into an agreement (the "WFSLLC Distribution Agreement") with its affiliate Wells Fargo Securities, LLC ("WFSLLC"), for the distribution of municipal securities offerings, including the Series 2019 Bonds. Pursuant to the WFSLLC Distribution Agreement, WFBNA pays a portion of WFSLLC's expenses based on its municipal securities transactions. WFBNA, WFSLLC, and WFA are each wholly-owned subsidiaries of Wells Fargo & Company.

MUNICIPAL ADVISOR

PFM Financial Advisors LLC (the "Municipal Advisor") is serving as the municipal advisor to the Treasurer in connection with the issuance and sale of the Series 2019 Bonds. The Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement. The Municipal Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

TRANSCRIPT AND CLOSING CERTIFICATES

Upon delivery of the Series 2019 Bonds, a complete transcript of proceedings for each series and no-litigation certificate (as described above) will be delivered by the Treasurer to the Underwriters. At that time, the Treasurer will furnish to the Underwriters a certificate relating to the accuracy and completeness of this Official Statement (including matters set forth in or contemplated by it), and to its being a "final official statement" for purposes of Securities and Exchange Commission (SEC) Rule 15c2-12(b)(3).

CONTINUING DISCLOSURE AGREEMENTS

The Treasurer and the Ohio Office of Budget and Management, each on behalf of the State (the "Obligated Person"), have agreed, for the benefit of the Holders and Beneficial Owners of each series of the Series 2019 Bonds, in accordance with SEC Rule 15c2-12 (the "Rule"), to provide or cause to be provided such financial information and operating data (the "Annual Information"), audited financial statements and notices, in such manner, as may be required for purposes of paragraph (b)(5)(i) of the Rule (the "Continuing Disclosure Agreement").

The Treasurer and the Ohio Office of Budget and Management on the State's behalf, will provide to the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access ("EMMA") system:

- Annual Information for each State Fiscal Year (beginning with Fiscal Year 2020) not later than the 90th day following the end of the Fiscal Year (or, if that is not a State business day, the next State business day), consisting of annual financial information and operating data of the type included in **APPENDIX A** of this Official Statement under the captions **FISCAL MATTERS, STATE DEBT, STATE EMPLOYEES AND COLLECTIVE BARGAINING AGREEMENTS, RETIREMENT SYSTEMS** and **TAX LEVELS AND TAX BASES**. The Treasurer expects that Annual Information will be provided directly by the State (specifically, by OBM) and may be provided in part by cross-reference to other documents, such as the State's Comprehensive Annual Financial Report, and subsequent final official statements.
- When and if available, audited general purpose financial statements of the State for each Fiscal Year. The Treasurer expects that those financial statements will be prepared, that they will be available separately from the Annual Information, and that the accounting principles to be applied in their preparation will, except as may otherwise then be stated, be as described under and by reference in **APPENDIX A** under **FISCAL MATTERS - Accounts and Controls; Financial Report**.
- Notice of the occurrence of any of the following events, within the meaning of the Rule, with respect to each series of the Series 2019 Bonds within 10 business days of its occurrence:
 - principal and interest payment delinquencies
 - non-payment related defaults, if material
 - unscheduled draws on any debt service reserves or on credit enhancements reflecting financial difficulties
 - substitution of credit or liquidity providers, or their failure to perform
 - adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2019 Bonds, or other material events affecting the tax status of the Series 2019 Bonds
 - modifications to rights of Series 2019 Bond holders, if material
 - Series 2019 Bond calls, if material, and tender offers
 - defeasances
 - release, substitution, or sale of property securing repayment of the Series 2019 Bonds, if material

- rating changes
 - bankruptcy, insolvency, receivership or similar event of the Obligated Person
 - the consummation of a merger, consolidation or acquisition involving the Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material
 - appointment of a successor or additional trustee or the change of the name of a trustee, if material
 - incurrence of a financial obligation of the issuer or Obligated Person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the issuer or Obligated Person, any of which affect Series 2019 Bond holders, if material
 - default, event of acceleration, termination event, modification of terms, or other similar events under the terms of the financial obligation of the issuer or Obligated Person, any of which reflect financial difficulties
- Notice of the failure to provide the Annual Information within the specified time.
 - Notice of any material change in the accounting principles applied in the preparation of the annual financial statements or in the Fiscal Year, any failure of the General Assembly to appropriate moneys for the purpose of paying costs to be incurred by the State in performing the Continuing Disclosure Agreement for the applicable fiscal period (biennium), and termination of the Agreement.

There are no debt service reserves, or credit enhancements or credit or liquidity providers, for the Series 2019 Bonds, or any property (except the Bond Service Fund) securing repayment for the Series 2019 Bonds.

The Treasurer reserves the right to amend the Continuing Disclosure Agreement, and to obtain the waiver of noncompliance with any provision of the Continuing Disclosure Agreement, as may be necessary or appropriate for any of the following:

- To achieve compliance with any applicable federal securities law or rule.
- To cure any ambiguity, inconsistency or formal defect or omission.
- To address any change in circumstances arising from a change in legal requirements, change in law, or change in the identity, nature, or status of the Obligated Person.

Any such amendment or waiver will not be effective unless that Continuing Disclosure Agreement (as amended or taking into account the waiver) would have complied with the requirements of the Rule at the time of the primary offering of the Series 2019 Bonds, after taking into account any applicable amendments to or official interpretations of the Rule, as well as any change in circumstances, and until the Treasurer shall have received either:

- A written opinion of bond or other qualified independent special counsel selected by the Treasurer that the amendment or waiver would not materially impair the interest of holders or Beneficial Owners of the Series 2019 Bonds, or
- The written consent to the amendment, or waiver, by the holders of at least a majority of the aggregate outstanding principal amount of the applicable series of the Series 2019 Bonds.

Each Continuing Disclosure Agreement will be solely for the benefit of the holders and beneficial owners of the applicable series of the Series 2019 Bonds including holders of book-entry interests in them. The right to enforce the provisions of a Continuing Disclosure Agreement may be limited to a right of the holders or beneficial owners to enforce to the extent permitted by law (by mandamus, or other suit, action or proceedings at law or in equity) the obligations and duties under it.

In order to provide certain continuing disclosure with respect to the Series 2019 Bonds in accordance with the Rule, the State has entered into a Disclosure Dissemination Agent Agreement (the "Disclosure Dissemination Agreement") for the

benefit of the holders of the Series 2019 Bonds with Digital Assurance Certification, L.L.C. ("DAC"), under which the State has designated DAC as Disclosure Dissemination Agent ("Disclosure Dissemination Agent").

The Disclosure Dissemination Agent has only the duties specified in the Disclosure Dissemination Agreement. The Disclosure Dissemination Agent's obligation to deliver the information at the times and with the contents described in the Disclosure Dissemination Agreement is limited to the extent the State has provided that information to the Disclosure Dissemination Agent as required by that Disclosure Dissemination Agreement. The Disclosure Dissemination Agent has no duty with respect to the content of any disclosures or notice made pursuant to the terms of the Disclosure Dissemination Agreement or duty or obligation to review or verify any information contained within any disclosure or notices provided to it by the State, and the Disclosure Dissemination Agent shall not be deemed to be acting in any fiduciary capacity for the State, the holders of the Series 2019 Bonds or any other party. The Disclosure Dissemination Agent has no responsibility for any failure to report to the Disclosure Dissemination Agent any event requiring disclosure or a duty to determine the materiality thereof, or to determine or liability for failing to determine whether the State has complied with the Continuing Disclosure Agreement, and the Disclosure Dissemination Agent may conclusively rely upon certification of the State at all times.

The performance by the Treasurer or the Ohio Office of Budget and Management acting for the State, as the only Obligated Person with respect to the Series 2019 Bonds, of the Continuing Disclosure Agreement will be subject to the biennial appropriation by the General Assembly of moneys for that purpose.

Each Continuing Disclosure Agreement will remain in effect only for such period that the applicable series of the Series 2019 Bonds is outstanding in accordance with its terms and the State remains an Obligated Person with respect to such series of the Series 2019 Bonds within the meaning of the Rule.

During the past five years the State has complied in all material respects with its continuing disclosure agreements under the Rule relating to the State's special obligation bonds, the debt service on which is subject to biennial appropriations by the General Assembly.

ELIGIBILITY FOR INVESTMENT AND AS PUBLIC MONEYS SECURITY

Provided that the matter as to a particular investor is governed by Ohio law, and subject to any applicable limitations under other provisions of Ohio law, under the Act the Series 2019 Bonds are lawful investments for banks, societies for savings, savings and loan associations, deposit guarantee associations, trust companies, trustees, fiduciaries, insurance companies (including domestic for life and domestic not for life), trustees or other officers having charge of sinking and bond retirement or other special funds of political subdivisions and taxing districts of the State, the commissioners of the sinking fund of the State, the administrator of workers' compensation, and State retirement systems (teachers, public employees, school employees and police and fire).

The Act also provides that the Series 2019 Bonds are acceptable under Ohio law as security for the repayment of the deposit of public moneys.

Owners of book-entry interests in the Series 2019 Bonds should make their own determination as to such matters as the legality of investment in or the ability to pledge book-entry interests.

CONCLUDING STATEMENT

All quotations in this Official Statement from, and summaries and explanations of, the Ohio Constitution, the Revised Code, the Trust Agreements, the Leases, the General Bond Orders and the Series Orders do not purport to be complete. Reference is made to the pertinent provisions of the Ohio Constitution, the Revised Code and those documents for all complete statements of their provisions. Copies of the Trust Agreements, the Leases, the General Bond Orders and the Series Orders are available upon request from the Treasurer, 30 East Broad Street, 9th Floor, Columbus, Ohio 43215 (telephone (614) 466-6903).

To the extent that any statements in this Official Statement involve matters of opinion or estimates (whether or not expressly stated to be such) those statements are made as such and not as representations of fact or certainty. No representation is made that any of those statements will be realized. Information in this Official Statement has been derived by the State, the Treasurer, the DAS and the DRC from official and other sources and is believed by the State, the Treasurer, the DAS and the DRC to be reliable, but information other than that obtained from State official records has not been independently confirmed or verified by the State or the Treasurer and its accuracy is not guaranteed.

This Official Statement is not to be construed as a contract or agreement between the State or the Treasurer and the Underwriters or subsequent owners of the Series 2019 Bonds or of book-entry interests in them.

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This Official Statement has been prepared, approved, executed and delivered by the Treasurer in his official capacity on behalf of the State.

STATE OF OHIO

By: /s/ Josh Mandel
Josh Mandel
State Treasurer of Ohio

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APPENDIX A
INFORMATION CONCERNING THE STATE OF OHIO

The following discusses certain matters relating to general State finances and debt, and the State’s economy and employment, population, agriculture, resources, tax bases and related subjects. This information is from the State’s official records, except for information expressly attributed to other sources, and summarizes and describes current and recent historical information. It is not intended to indicate future or continuing trends in the financial or other positions of the State. No representation is made that past experience, as might be shown by this financial and other information, will necessarily continue in the future.

Owners of the Series 2019 Bonds have no right to have taxes or excises levied by the General Assembly to pay Bond Service Charges.

FISCAL MATTERS
General

Consistent with the constitutional provision that no appropriation may be made for a period longer than two years, the State operates on the basis of a fiscal biennium for its appropriations and expenditures. Under current law that biennium for operating purposes runs from July 1 in an odd-numbered year to June 30 in the next odd-numbered year (e.g., the current fiscal biennium began July 1, 2017 and ends June 30, 2019). Within a fiscal biennium, the State operates on the basis of a July 1 to June 30 Fiscal Year. The biennium for general capital appropriations purposes runs from July 1 in an even-numbered year to June 30 in the next even-numbered year. Consistent with the fiscal biennium for operating purposes, the Governor is generally required to submit the Executive Budget to the General Assembly in February of each odd-numbered year. Appropriations legislation reflecting that Executive Budget is then introduced for extended committee hearings and review first in the House and then in the Senate, with that appropriations legislation as approved by the General Assembly then presented to the Governor for his approval (with possible line item vetoes). See **FISCAL MATTERS – Recent and Current Finances – Current Biennium** for discussion of the enacted budget for the 2018-19 fiscal biennium.

Authority for appropriating State moneys subject to appropriation rests in the bicameral General Assembly, which consists of a 99-member House of Representatives (elected to two-year terms) and a 33-member Senate (elected to overlapping four-year terms). Members of both houses are subject to term limits, with a maximum of eight consecutive years in either. The Governor has veto power, including the power to make line-item vetoes in bills making appropriations. Vetoes may be overridden by a three-fifths vote of each house.

The Constitution requires the General Assembly to “provide for raising revenue, sufficient to defray the expenses of the state, for each year, and also a sufficient sum to pay the principal and interest as they become due on the state debt.” The State is effectively precluded by law from ending a Fiscal Year or a biennium in a “deficit” position. State borrowing to meet casual deficits or failures in revenues or to meet expenses not otherwise provided for is limited by the Constitution to \$750,000.

Most State operations are financed through the General Revenue Fund (GRF). Personal income and sales and use taxes are the major sources of GRF tax revenue. The last complete Fiscal Year ended June 30, 2018 with a GRF fund balance (after year-end transfers) of \$162.4 million. The State has a “rainy day” fund (the Budget Stabilization Fund (BSF)) which by law is intended to carry a balance of up to 8.5% of the GRF revenue for the preceding Fiscal Year (this amount was 5% for Fiscal Year 2016 and prior years). The current BSF balance is \$2.691 billion, which equals 8.3% of Fiscal Year 2018 GRF revenue. Recent Fiscal Year-end BSF balances and their percent of GRF revenue for that Fiscal Year were:

Fiscal Year-Ending	BSF Balance^(a)	% of GRF Revenue
2013	\$1,477,934,000	5.0%
2014	1,477,934,000	5.1
2015	2,004,569,000	6.4
2016	2,034,051,000	6.0
2017	2,034,051,000	6.0
2018	2,691,554,000	8.3

^(a) Reflects balance after year-end transfer into BSF; actual cash transfers into the BSF occur early in the following Fiscal Year.

The Revised Code provides that if the Governor ascertains that the available revenue receipts and balances for the GRF or other funds for the then current Fiscal Year will in all probability be less than the appropriations for that Fiscal Year, the Governor shall issue such orders to State agencies as will prevent their expenditures and incurred obligations from exceeding those revenue receipts and balances. As discussed under **Recent and Current Finances**, the Governor implemented this directive in the 2008-09 biennium as also had been done several times in prior fiscal biennia.

Listed in the tables below under **Recent Receipts and Disbursements** are the major categories of State revenue sources, including taxes and excises, and the amounts received from those categories. There is no present constitutional limit on the rates of those State levied taxes and excises (except for taxes on intangible property which the State does not currently levy).

At present the State itself does not levy ad valorem taxes on real or tangible personal property. Ad valorem taxes on tangible personal property of public utilities and on real property are levied by political subdivisions and local taxing districts, and State law does not currently allow the imposition of a general ad valorem tax on tangible personal property other than that of public utilities. The Constitution has since 1934 limited the amount of the aggregate levy of ad valorem property taxes on particular property, without a vote of the electors or municipal charter provision, to 1% of true value in money, and statutes limit the amount of that aggregate levy without a vote or charter provision to 10 mills per \$1 of assessed valuation -- commonly referred to in the context of Ohio local government finance as the "ten-mill limitation." See **TAX LEVELS AND TAX BASES** for a discussion of the phase-out of local tangible personal property taxes in 2006 through 2009.

The Constitution directs or restricts the use of certain revenues. Highway fees and excises, including gasoline taxes, are limited in use to highway-related purposes. Not less than 50% of the receipts from State income taxes must be returned to the originating political subdivisions and school districts. State net lottery profits are allocated to elementary, secondary, vocational and special education program purposes, including application to debt service on obligations issued to finance capital facilities for a system of common schools.

Constitutional amendments relating to taxation, revenues, expenditures, debt or other subjects may be proposed by action of three-fifths of the members elected to each house of the General Assembly or by initiative petition signed by electors numbering at least 10% of the total number of votes last cast for the office of Governor. Adoption of a proposed amendment requires approval by a majority of electors voting on it at a statewide election. The Ohio Constitution expressly provides that the General Assembly has no power to pass laws impairing the obligation of contracts.

Accounts and Controls; Financial Reports

With each office performing specific functions relating to State expenditures, the Office of Budget and Management (OBM) and the Treasurer of State account for and report on the State's fiscal affairs.

OBM maintains records of the appropriations made by the General Assembly, and its Director, appointed by the Governor, certifies the availability of unencumbered appropriations as a condition of contract validity. OBM fiscal functions include the development and oversight of operating and capital budgets as well as the review, processing, and reporting of financial transactions for most State departments and agencies (excluding, among others, higher education institutions). The OBM Director's certification is required for all expenditure vouchers before OBM may issue State warrants. Upon certification, OBM updates its accounting records to reflect the level of vouchered expenditures. The Treasurer of State maintains the cash and investments that comprise the State treasury and invests State funds. The Treasurer redeems the warrants issued by OBM when presented for payment by financial institutions and monitors the timing and amount of payments to determine the State's cash flow position for investment purposes.

State financial reporting practices have been and are in accordance with generally accepted accounting principles (GAAP basis). Each Comprehensive Annual Financial Report (CAFR) includes the State's Basic Financial Statements (BFS) for that Fiscal Year as examined by the Auditor of State. The most recent CAFRs are accessible via OBM's web page at <http://obm.ohio.gov/stateaccounting/financialreporting/cafr.aspx>, and copies may be obtained by contacting OBM, 30 E. Broad Street, 34th Floor, Columbus, Ohio 43215, phone (614) 466-4034. The Fiscal Year 2017 CAFR received the Government Finance Officers Association certificate of achievement for excellence in financial reporting.

The BFS are presented in accordance with a fund classification system prescribed by the Governmental Accounting Standards Board. The GAAP basis financial statement presentation is comprehensive in scope and includes organizations and activities defined within Ohio's reporting entity that are not subject to the State's appropriation process. The "General Fund" as reported in the BFS includes more than just the GRF; it also encompasses the Budget Stabilization Fund and those reimbursement-supported funds that account for activities administered by State agencies and departments and for which special revenue or proprietary fund classifications are considered inappropriate.

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Recent Receipts and Disbursements

The following summary statements, prepared by OBM based on its accounting records, include (i) governmental and proprietary appropriated funds, cash receipts and cash disbursements, and (ii) GRF cash basis activity. The governmental and proprietary appropriated funds encompass the General Fund (which includes the GRF and BSF) as well as special revenue, debt service, capital projects, and enterprise fund types.

SUMMARY STATEMENT GOVERNMENTAL AND PROPRIETARY APPROPRIATED FUNDS (\$ in Millions)

Cash Receipts

SOURCE OF RECEIPTS	Fiscal Year				
	2014	2015	2016	2017	2018
Taxes:					
Personal Income ^(a)	\$8,425.1	\$8,883.2	\$8,169.4	\$7,981.1	\$8,796.1
Sales and Use ^(b)	9,549.9	10,417.8	10,807.7	11,070.5	10,616.2
Corporate Franchise ^(c)	(11.2)	2.6	33.2	(1.2)	2.2
Financial Institutions Tax ^(c)	197.8	182.1	213.5	187.3	201.1
Commercial Activity Tax ^(d)	1,684.7	1,752.6	1,689.1	1,750.8	1,805.5
Gasoline	1,825.5	1,800.6	1,740.4	1,817.4	1,802.8
Public Utilities and Kilowatt Hour	742.5	809.8	796.0	796.9	826.5
Cigarette ^(e)	814.0	808.2	1,007.6	980.5	939.8
Foreign Insurance	308.0	287.3	316.4	321.4	299.4
Highway Use	16.7	35.2	36.2	39.1	34.8
Estate ^(f)	39.4	3.1	2.2	0.8	0.2
Alcoholic Beverages	56.6	57.7	55.6	58.4	56.8
Liquor Gallonage	41.8	43.4	45.1	46.5	48.1
Domestic Insurance Franchise	202.3	257.2	263.5	273.9	283.4
Other	<u>44.3</u>	<u>60.0</u>	<u>75.7</u>	<u>83.7</u>	<u>104.6</u>
Total Taxes	23,937.5	25,400.7	25,251.6	25,407.1	25,817.5
Licenses, Permits and Fees	3,225.5	3,072.0	3,641.3	3,284.5	3,946.6
Sales, Services and Charges	1,262.9	1,392.1	1,749.2	1,512.1	1,636.9
Federal Government	21,047.1	22,692.1	22,953.9	22,911.5	23,014.9
Other ^(g)	4,179.6	4,702.8	5,655.3	5,889.9	6,113.3
Proceeds from Sale of Bonds and Notes	<u>1,468.6</u>	<u>1,103.8</u>	<u>1,214.9</u>	<u>1,507.8</u>	<u>2,202.7</u>
Total Cash Receipts	\$55,121.1	\$58,363.4	\$60,466.2	\$60,512.9	\$62,731.9

^(a) The personal income tax rate was reduced by 8.5% in calendar year 2013, 1.5% in calendar year 2014 and 6.3% in calendar year 2015, and a deduction commenced in tax year 2013 for small businesses of 50%, increasing to 75% in tax years 2014 and 2015, and to 100% for tax years 2016 and beyond, of annual business net income up to \$250,000 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2014-15 and 2016-17**).

^(b) Beginning September 1, 2013, the sales and use tax rate was increased one-quarter percent to 5.75%. The Fiscal Year 2018 decline was due to replacing the sales tax on Medicaid managed care organizations with a new health insuring corporation provider assessment (See **FISCAL MATTERS – Recent and Current Finances – Current Biennium**).

^(c) Beginning in calendar year 2006, except for financial institutions, the corporate franchise tax was phased-out in even annual increments over five years; Fiscal Years 2014 and 2017 reflect refunds. Beginning in tax year 2014, the financial institutions component was replaced with a new financial institutions tax.

^(d) See **TAX LEVELS AND TAX BASES – Commercial Activity Tax** for discussion of the commercial activity tax (CAT) on gross receipts from doing business in Ohio.

^(e) Beginning July 1, 2015, the cigarette tax was increased from \$1.25 per pack (of 20 cigarettes) to \$1.60 per pack (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2014-15**).

^(f) Eliminated effective January 1, 2013; receipts in all years reflect delayed filings or payments from prior years.

^(g) Largest components consist of various reimbursements, loan repayments, unclaimed funds, and investment income.

Cash Disbursements

FUND TYPE	Fiscal Year				
	2014	2015	2016	2017	2018
General Fund:					
General Revenue Fund	\$28,901.8	\$30,831.6	\$33,593.1	\$34,503.5	\$31,727.3
General Services Fund	4,591.6	4,758.6	4,712.1	4,809.3	5,884.3
Special Revenue Fund ^(h)	19,204.9	20,644.3	19,356.1	19,005.7	21,947.0
Capital Projects Fund ⁽ⁱ⁾	318.0	412.0	607.0	601.2	671.7
Debt Service Fund ⁽ⁱ⁾	1,064.8	1,116.7	1,136.0	1,168.2	1,155.0
Enterprise Fund ^(k)	<u>699.7</u>	<u>825.0</u>	<u>844.4</u>	<u>775.1</u>	<u>812.9</u>
Total Cash Disbursements	\$54,780.9	\$58,588.3	\$60,248.8	\$60,863.0	\$62,198.1

^(h) Includes local government support disbursements.

⁽ⁱ⁾ Includes amounts disbursed from proceeds of special obligation bonds and highway general obligation bonds.

^(j) Includes the several bond retirement funds for general obligation bonds secured by a pledge of taxes and excises.

^(k) Includes workers' compensation, industrial commission, and lottery including deferred prizes, among others.

SUMMARY STATEMENT
GENERAL REVENUE FUND CASH BASIS ACTIVITY
(\$ in Millions)

	Fiscal Year				
	2014	2015	2016	2017	2018
Beginning Cash Balance.....	\$2,639.2	\$1,700.1	\$1,711.7	\$1,193.3	\$557.1
Cash Receipts:					
Taxes:					
Personal Income ^(a)	8,064.9	8,506.7	7,799.3	7,606.5	8,411.0
Sales and Use ^(b)	9,165.8	9,960.2	10,348.0	10,614.6	10,148.2
Corporate Franchise ^(c)	(11.4)	2.5	33.2	(1.2)	2.2
Financial Institutions Tax ^(c)	197.8	182.1	213.5	187.3	201.1
Commercial Activity Tax ^(d)	794.2	854.0	1,255.3	1,301.5	1,522.8
Public Utilities and Kilowatt Hour.....	488.4	464.5	502.0	516.1	531.1
Cigarette ^(e)	814.0	808.2	1,007.6	980.5	939.8
Domestic Insurance.....	196.9	251.6	258.3	268.6	278.4
Foreign Insurance.....	286.5	266.6	293.5	301.5	276.5
Other.....	<u>137.5</u>	<u>109.3</u>	<u>110.8</u>	<u>110.4</u>	<u>112.1</u>
Total Taxes.....	20,134.7	21,405.8	21,821.6	21,885.8	22,423.2
Federal Government.....	8,575.6	9,301.3	11,645.7	11,761.2	9,469.9
Licenses, Permits and Fees.....	57.3	57.5	56.0	57.4	59.2
Investment Income.....	17.3	23.1	35.1	48.7	64.2
Other.....	<u>42.2</u>	<u>43.7</u>	<u>49.8</u>	<u>69.1</u>	<u>266.1</u>
Total Cash Receipts.....	28,827.1	30,831.4	33,608.3	33,822.1	32,282.6
Cash Disbursements:					
Primary, Secondary and Other Education ^(f)	6,813.2	7,299.5	7,624.1	7,945.9	8,063.6
Higher Education.....	2,085.0	2,139.6	2,222.8	2,294.8	2,304.8
Public Assistance and Medicaid.....	13,570.5	14,863.2	16,995.9	17,437.4	14,482.5
Health and Human Services.....	1,235.8	1,249.8	1,283.6	1,289.6	1,251.8
Justice and Public Protection.....	1,837.0	1,850.3	1,983.8	2,052.8	2,130.4
Environmental Protection and Natural Resources.....	63.1	62.6	63.0	66.0	53.6
General Government and Transportation ^(g)	232.1	235.1	249.1	247.8	244.4
Community and Economic Development.....	53.4	42.4	50.2	56.4	49.9
Property Tax Reimbursements ^(h)	1,785.2	1,801.5	1,786.7	1,790.3	1,802.4
Debt Service.....	<u>1,226.4</u>	<u>1,287.7</u>	<u>1,333.9</u>	<u>1,322.7</u>	<u>1,343.9</u>
Total Cash Disbursements.....	28,901.8	30,831.6	33,593.1	34,503.5	31,727.3
Cash Transfers:					
Transfers-in ⁽ⁱ⁾	405.7	641.6	322.2	355.9	188.6
Transfers-out ^(j)	<u>(1,270.2)</u>	<u>(629.9)</u>	<u>(855.8)</u>	<u>(310.8)</u>	<u>(80.0)</u>
Ending Cash Balance.....	\$1,700.1	\$1,711.7	\$1,193.3	\$557.1	\$1,221.0

(a) The personal income tax rate was reduced by 8.5% in calendar year 2013, 1.5% in calendar year 2014 and 6.3% in calendar year 2015, and a deduction commenced in tax year 2013 for small businesses of 50%, increasing to 75% in tax years 2014 and 2015, and to 100% for tax years 2016 and beyond, of annual business net income up to \$250,000 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2014-15, 2016-17**).

(b) Beginning September 1, 2013, the sales and use tax rate was increased one-quarter percent to 5.75%. Fiscal Year 2018 decline due to the replacement of the sales tax on Medicaid managed care organizations with a new health insuring corporation provider assessment (See **FISCAL MATTERS – Recent and Current Finances – Current Biennium**).

(c) Beginning in calendar year 2006, except for financial institutions, the corporate franchise tax rate was phased out annually over five years; Fiscal Years 2014 and 2017 reflect refunds. Beginning in tax year 2014, the financial institutions component was replaced with a new financial institutions tax.

(d) See **TAX LEVELS AND TAX BASES – Commercial Activity Tax** for discussion of the commercial activity tax (CAT) on gross receipts from doing business in Ohio and on the increased share of CAT receipts being deposited into the GRF.

(e) Beginning July 1, 2015, the cigarette tax was increased from \$1.25 to \$1.60 per pack (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2014-15**).

(f) Mainly subsidies to local school districts for primary and secondary education.

(g) Transportation amounts are for non-highway transportation purposes, including mass transit, rail, and aviation.

(h) State reimbursements to taxing subdivisions for the 12.5% property tax rollback granted to homeowners of real property, for partial real property homestead tax exemptions for the elderly and handicapped (expanded commencing in July 2007), and for revenue reductions resulting from phase-out of local taxes on tangible personal property (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2014-15**).

(i) Fiscal Years 2015-2018 include transfers of \$81.0 million, \$53.2 million, \$10 million and \$46.2 million, respectively, from the Motor Fuel Receipts Tax Fund; Fiscal Years 2014, 2015 and 2017 include transfers of \$126.6 million, \$250.4 million and \$163.3 million from the Commercial Activities Tax Receipts Fund, respectively; Fiscal Year 2015 includes a transfer of \$221.0 million from the Small Business Augmentation Fund, and Fiscal Year 2016 includes a transfer of \$158.0 million from the Medicaid reserve fund.

(j) Fiscal Years 2014, 2016 and 2017 include transfers of \$995.9 million, \$425.5 million and \$29.5 million to the BSF, respectively; Fiscal Years 2014 and 2016 include transfers of \$120.0 million and \$40.0 million to the Unemployment Compensation Contingency Fund, respectively; Fiscal Year 2015 includes a transfer of \$330.0 million to the Medicaid reserve fund and \$229 million to the Small Business Augmentation Fund; and Fiscal Years 2016 to 2018 include transfers of \$50.0 million, \$150.0 million and \$41.8 million to the Health and Human Services Fund, respectively.

Recent and Current Finances

Introductory Information

The summary statements above identify receipts from specific taxes and excises that are sources of significant amounts of revenue to the State, and particularly to the GRF. As noted, there are constitutional limitations on the use of some taxes and excises, and mandated allocations of portions of some others. As the statements portray, a substantial amount of total State-level revenue is distributed to local governments and school districts under ongoing programs, including local property tax relief.

Economic activity in Ohio, as in other industrially-developed states, tends to be somewhat more cyclical than in some other states and in the nation as a whole. The GRF ending (June 30) fund balance tends to be reduced during less favorable national economic periods and increased during more favorable economic periods. The GRF ending cash and fund balances for Fiscal Year 2018 were \$1.22 billion and \$849.9 million, respectively, with \$687.5 million of that ending fund balance transferred pursuant to statutory designations leaving a balance of \$162.4 million (see **FISCAL MATTERS – Recent and Current Finances – Current Biennium**). Recent biennium-ending GRF balances were:

Biennium	Cash Balance	Fund Balance ^(a)	Fund Balance less Designated Transfers ^(b)
2008-09	\$734,526,000	\$389,103,000	\$389,103,000
2010-11	844,467,000	430,707,000	138,816,000
2012-13	2,639,249,000	2,278,202,000	1,110,942,000
2014-15	1,711,679,000	1,286,469,000	550,366,000
2016-17	557,089,900	170,872,600	170,872,600

(a) Reflects the ending cash balance less amounts encumbered to cover financial commitments made prior to the end of the Fiscal Year.

(b) Reflects the ending fund balance less any amounts designated for transfer to other funds, including the BSF.

Actions have been and may be taken by the State during less favorable economic periods to ensure resource/expenditure balance (particularly in the GRF), some of which are described below. None of those actions have been applied to appropriations or expenditures needed for debt service or lease payments relating to any State obligations.

The appropriations acts for the 2018-19 biennium included all necessary appropriations for debt service on State obligations and for lease payments relating to lease rental obligations issued by the Treasurer of State and for certificates of participation (see **State Debt – General**).

The Revised Code imposes a limitation on most GRF appropriations commencing with the 2008-09 fiscal biennium. This statutory limitation initially used Fiscal Year 2007 GRF appropriations as a baseline (excluding appropriations for debt service, tax relief and refunds, and certain appropriations reflecting moneys received from the federal government) and then applies an annual growth factor equal to the greater of 3.5% or the sum of the inflation rates and rate of State population change. Every fourth Fiscal Year thereafter becomes a new base year. All GRF appropriations since Fiscal Year 2007 have complied with this limitation.

The following is a selective general discussion of State finances, particularly GRF receipts and expenditures, for recent and the current biennia. As evidenced by the actions discussed, the State administrations and both houses of the General Assembly have been and are committed to, and have taken and are taking, actions that ensure a balance of GRF resources and expenditures.

Recent Biennia

2008-09

2008-09 Biennial Budget and Appropriations. Ongoing and rigorous consideration was given by the Governor and the General Assembly to revenues and expenditures throughout Fiscal Years 2008-09, primarily as a result of the Ohio economy being negatively affected by the national economic downturn. Budgetary pressures during this period were primarily due to continuing lower than previously estimated levels of receipts from certain major revenue sources.

Consideration came in three general time frames – winter 2007, fall/winter 2008, and spring 2009. Significant measures were taken including use of the entire BSF balance and expenditure reductions and spending controls on State agencies and departments.

Consistent with State law, the Governor’s Executive Budget for the 2008-09 biennium was released in March 2007 and introduced in the General Assembly. After extended hearings and review, the GRF appropriations Act for the biennium was passed by the General Assembly and signed (with selective vetoes) by the Governor on June 30, 2007. Reflecting the continued implementation of the restructuring of State taxes that commenced in 2006-07, that Act was based upon then estimated total GRF biennial revenues of approximately \$53.5 billion (a 3.9% increase over the 2006-07 biennial revenue) and contained total GRF biennial appropriations of approximately \$52.4 billion. Spending increases for major program categories over the 2006-07 actual expenditures were: 2.2% for Medicaid (the Act also included a number of Medicaid reform and cost containment initiatives); 13.2% for higher education; 5.2% for elementary and secondary education; 4.9% for corrections and youth services; and 4.7% for mental health and mental retardation. The Executive Budget, the GRF appropriations Act and the separate appropriations acts for the biennium included all necessary debt service and lease rental payments related to State obligations.

The original GRF expenditure authorizations for the 2008-09 biennium reflected and were supported by tax law changes contained in the Act, including:

- Restructuring the nonresident tax exemption for Ohio motor vehicle purchases projected to produce approximately \$54.0 million for the biennium.
- Restoring local government fund support by committing a specified percentage of all tax revenues deposited into the GRF, with local governments to receive 3.7% of total GRF tax revenues annually and local libraries to receive 2.22% of total GRF tax revenues annually (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2012-13** below for discussion of changes to these allocations).
- Eliminating the \$300 per month cigarette and tobacco product importation exemption projected to produce approximately \$25.0 million annually.

The GRF appropriations Act also created the Buckeye Tobacco Settlement Financing Authority (Authority) to securitize tobacco settlement receipts payable to the State under the November 1998 national tobacco settlement. On October 29, 2007, the Authority issued \$5.53 billion of tobacco settlement asset-backed bonds to fund capital expenditures for higher education (\$938 million) and common school (\$4.112 billion) purposes over three years in lieu of the State issuing GRF-backed general obligation bonds to fund those capital expenditures. The resulting debt service savings to the GRF partially funded the expansion of the homestead exemption property tax relief program in the Act. The Act reprogrammed all prior General Assembly allocations of anticipated tobacco settlement receipts to enable the pledge of 100% of those receipts to the payment of debt service on the Authority’s obligations. The State had previously enacted legislation allocating its anticipated share of those receipts through Fiscal Year 2012 and making a partial allocation thereafter through Fiscal Year 2025, with the largest allocations to elementary and secondary school capital expenditures, and with other amounts allocated for smoking cessation and health-related purposes, biomedical research and technology transfer, and assistance to the tobacco growing areas in the State.

Winter 2007. With the Ohio economy expected to be negatively affected by the national economic downturn, in January 2008 OBM reduced its original GRF revenue projections by \$172.6 million for Fiscal Year 2008 and \$385.1 million for Fiscal Year 2009. Based on those lower GRF revenue estimates and increased costs associated with rising Medicaid caseloads, OBM projected a budgetary shortfall for the 2008-09 biennium of \$733 million.

Executive and legislative actions taken in response to those OBM estimates, included:

- On January 31, 2008, the Governor issued an executive order directing expenditure reductions and spending controls totaling approximately \$509 million (of which about \$402 million was realized) for the 2008-09 biennium, as well as limitations on major purchases, hiring and travel, based primarily on the transfers of unspent agency appropriations and the June 2008 action described below. Allocation of those reductions was determined by the OBM Director in consultation with the affected agencies and departments, with annual expenditure reductions ranging up to 10%. An employee reduction plan was also announced aimed at reducing the State’s workforce by up to 2,700 through selective elimination of positions, attrition, unfilled vacancies and an early retirement incentive program. Expressly excluded

from the cutbacks were appropriations for or relating to debt service on State obligations, State higher education instructional support, foundation formula support for primary and secondary education, Medicaid entitlement programs, and ad valorem property tax relief payments.

- Transfer of unspent agency appropriations then expected to total \$120 million in Fiscal Year 2008 and \$78 million in Fiscal Year 2009.
- Authorizing expansion of the State-run lottery system to include “keno” games then projected to generate \$65 million in Fiscal Year 2009 of which approximately \$25 million was realized.

In June 2008, the General Assembly also passed legislation that provided for, among other things, transfers to the GRF (after a selective line-item veto) of up to \$63.3 million from the BSF for the State’s share of increased Medicaid costs, \$55 million from rotary funds and \$25 million in uncommitted interest earnings from proceeds of the Authority’s Tobacco Settlement Asset-Backed Bonds issued in October 2007.

Fall/Winter 2008. With the Ohio economy continuing to be negatively affected by the national economic downturn, OBM on September 10, 2008 announced a \$540 million further reduction in its GRF revenue projections for Fiscal Year 2009 and a projected Fiscal Year budgetary shortfall of the same amount. Executive actions announced to offset the projected shortfall included:

- Use of additional planned Fiscal Year-end lapses and GRF carry forward totaling \$126.4 million.
- Use of balances in various non-GRF “rotary funds” totaling \$112 million.
- Transfer to the GRF of an additional \$40 million of interest earnings on the proceeds of the tobacco securitization referred to above.
- As authorized by June 2008 legislation referred to above, a transfer to the GRF of \$63.3 million to pay for previously authorized Medicaid expenditures.

The \$198.3 million remainder of the projected shortfall was offset by a 4.75% reduction in most agency appropriations, which did not apply to appropriations for debt service or tax relief, Medicaid and disability financial assistance, Department of Education aid to local school districts, the Departments of Rehabilitation and Corrections and Youth Services, and selected others.

On December 1, 2008, OBM announced a further \$640.4 million reduction in GRF revenue projections for Fiscal Year 2009 expected to result in a projected Fiscal Year shortfall of the same amount. Executive actions announced to offset much of that further projected shortfall included:

- Reducing total GRF Medicaid spending by \$311.1 million by using cash from non-GRF Medicaid accounts and the corresponding federal share previously planned for use in Fiscal Year 2010.
- Reducing total Medicaid program spending by \$21.3 million by enhanced focus on use of other third-party liability sources and other program savings exceeding original estimates.
- Reducing other GRF expenditures by \$180.5 million through a further 5.75% reduction in most agency appropriations, which did not apply to appropriations for debt service or tax relief, Medicaid and disability financial assistance, Department of Education aid to local school districts, or the Departments of Rehabilitation and Corrections and Youth Services, among others. These reductions were in addition to the approximately \$1.27 billion of 2008-09 biennium budget adjustments previously undertaken.

The \$127.5 million remainder of the shortfall was offset by additional Federal Medical Assistance Payments (FMAP) received under the American Recovery and Reinvestment Act of 2009 (ARRA), which increased federal Medicaid match to the GRF by that amount (after taking into account loss of federal match from the two Medicaid related actions outlined above). Based on these expenditure reductions, spending controls and other measures – and before the revised revenue estimates referred to below – OBM was then projecting a positive GRF fund balance at June 30, 2009.

Spring 2009. Based on the Administration’s continuing monitoring of revenues, and as an anticipated step in the then ongoing 2010-11 biennial budget and appropriations process, OBM reported revised revenue estimates to the General Assembly on June 11, 2009. Those estimates revised Fiscal Year 2009 revenues downward by an additional \$912 million over OBM’s December 2008 adjusted baseline, based primarily on updated income and sales tax receipts through May 31, 2009. To address this additional Fiscal Year 2009 revenue shortfall, the Governor received General Assembly approval for and used the entire remaining BSF balance of \$949 million for Fiscal Year 2009. Additional measures taken to address this shortfall included the restructuring of \$52.8 million of Fiscal Year 2009 GRF debt service into Fiscal Years 2012 through 2021 and

expenditure reductions of \$98 million in addition to the expenditure controls previously ordered by the Governor.

The State ended Fiscal Year 2009 with GRF cash and fund balances of \$734.5 million and \$389.1 million respectively, and a \$-0- balance in the BSF. Of the ending GRF fund balance, the State reserved \$133.4 million to maintain the statutory target of one-half of one percent of Fiscal Year 2009 GRF revenues as an ending fund balance.

2010-11

Rigorous consideration was given by the General Assembly to the Governor's Executive Budget proposed for the 2010-11 fiscal biennium in light of the difficult economic and fiscal conditions resulting from the national recession. The final GRF appropriations Act for the 2010-11 biennium, which was preceded by three seven-day interim appropriations acts, was passed by the General Assembly and signed (with selective vetoes) by the Governor on July 17, 2009. All necessary debt service and lease-rental payments related to State obligations for the entire 2010-11 biennium were fully appropriated for the three-week interim appropriations periods and under that final Act. Reflecting the final implementation of the restructuring of State taxes that commenced in 2006-07 and a conservative underlying economic forecast, that Act provided for total GRF biennial appropriations of approximately \$50.5 billion based on total GRF expected biennial revenue of approximately \$51.1 billion (a 4.2% decrease from 2008-09 fiscal biennium revenues). GRF appropriations for major program categories compared to 2008-09 actual GRF spending reflected increases of 3.4% for Medicaid (excluding ARRA funding referred to below) and 0.7% for corrections and youth services; and decreases of 13.8% for mental health and developmental disabilities, 8.3% for higher education, and 5.2% for elementary and secondary education. Among other expenditure controls, the Act included a number of Medicaid reform and cost containment initiatives and also reflected the restructuring of \$736 million of Fiscal Years 2010 and 2011 general revenue fund debt service into Fiscal Years 2012 through 2025.

Major new sources of revenues or savings reflected in the 2010-11 appropriations Act included:

- \$2.4 billion of "Federal Stimulus" funding received under the ARRA, including \$1.464 billion for elementary and secondary education, \$628 million for Federal Medical Assistance Payments (FMAP), and \$326 million for other purposes.
- \$933 million in gaming and license revenues from the Ohio Lottery Commission's implementation of video lottery terminals (VLTs) at the seven horse racing tracks in the State. OBM estimated the VLTs would result in an approximate \$851 million net increase in revenues for the biennium (\$285 million in Fiscal Year 2010 and \$566 million in Fiscal Year 2011) after taking into account offsetting effects of the VLTs on other lottery revenues. On September 21, 2009, the Ohio Supreme Court ruled that the statutory provisions in the biennial appropriations Act for the implementation of VLTs were subject to voter referendum. In October 2011 a complaint was filed in the Court of Common Pleas of Franklin County, Ohio challenging that 2009 law authorizing the VLTs, with those challenges being asserted under various provisions of the Ohio Constitution, and also under the Equal Protection Clause of the Fourteenth Amendment to the United States Constitution for granting a monopoly to only the gaming operators approved in that 2009 law. The trial court on May 30, 2012 granted defendants' motions to dismiss the case after finding that the plaintiffs did not have legal standing to bring these challenges, and the plaintiffs appealed this trial court ruling to the Tenth District Court of Appeals of Franklin County, Ohio. Since the trial court dismissed the case based on plaintiffs' lack of standing, it did not address or decide the merits of the plaintiffs' challenges. On March 14, 2013, the Court of Appeals upheld the trial court's dismissal of the case based on the plaintiffs' lack of standing, and on July 24, 2013, the Ohio Supreme Court announced that it was accepting plaintiffs' appeal of this case but holding it for review after it decided a separate case involving the question of an activist group's standing to bring challenges relating to JobsOhio (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2012-13**). After the Supreme Court released its decision in that separate case involving JobsOhio on June 10, 2014, the defendants on July 2 filed a motion to dismiss the appeal pending before the Supreme Court in the VLT case as improvidently granted based on that June 10 decision. On September 3, 2014, the Supreme Court ruled on that motion to dismiss and ordered the parties to file briefs relating to the standing issues the Court accepted for appeal. Those briefs were filed, and oral argument was held by the Court on June 23, 2015. On March 24, 2016, the Court affirmed the dismissal for lack of legal standing of all but one of the plaintiff-appellants' claims. With

respect to the claim that the 2009 law granted a monopoly in violation of the Equal Protection Clause of the Fourteenth Amendment to the United States Constitution, the Court found the plaintiff had legal standing to bring this challenge, reversed the Tenth District's judgment affirming the dismissal of this claim, and remanded this claim to the Franklin County Court of Common Pleas for further proceedings. On September 27, 2016, the Court of Common Pleas ruled on motions for judgment on the pleadings filed by the parties addressing the remanded equal protection claim, upholding the constitutionality of the 2009 law authorizing the VLTs and dismissing that equal protection claim.

- \$259 million from the Ohio Tobacco Use Prevention and Control Foundation Endowment Fund (TUPAC) to be deposited into a special State fund (non-GRF) and then intended to be used for various health care initiatives. After a trial court in August 2009 ordered these monies must remain in that endowment fund and be used for the purpose of reducing tobacco use, the State immediately appealed and in December 2009 the court of appeals ruled in favor of the State and reversed the trial court's order. The Ohio Supreme Court in December 2010 affirmed the court of appeals decision in favor of the State.
- \$1.036 billion of "one-time" revenues or savings (\$640 million in Fiscal Year 2010 and \$396 million in Fiscal Year 2011), including \$364 million from the spend-down of carry-forward balances, \$250 million transferred from a cash account at the Ohio School Facilities Commission, \$272 million savings from subjecting State employees to a two-week unpaid "furlough" during each year of the biennium, \$84 million from a reduction in State funding to public libraries, and \$65 million from the transfer to the GRF of interest on the proceeds of the State's 2007 tobacco securitization.
- \$530 million from transfers to the GRF of unclaimed funds and from other non-GRF funds.

In September 2010 the State also received from the federal government an award of \$518.6 million of enhanced Federal Medical Assistance Payments funding ("eFMAP"), and \$361.2 million of federal funding was also received by Ohio school districts for teacher salaries and personnel costs for primary and secondary education ("Ed Jobs").

In response to the September 2009 decision of the Ohio Supreme Court declaring the VLT provisions in the biennial appropriations Act subject to referendum, the Governor proposed for General Assembly consideration postponing for two years the final installment of the personal income tax reduction then scheduled to take effect in tax year 2009 (for returns filed in 2010). After extended hearings and review, the General Assembly approved, and the Governor signed into law on December 22, 2009, legislation keeping personal income tax rates at 2008 levels through tax year 2010 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2012-13** for discussion of implementation of the final phase of that personal income tax reduction).

The State ended Fiscal Year 2011 with GRF cash and fund balances of \$844.5 million and \$430.7 million, respectively. Of that ending GRF fund balance, the State reserved \$138.8 million in the GRF to maintain the statutory target of one-half of one percent of Fiscal Year 2011 GRF revenues the State is required to maintain as an ending fund balance and transferred \$45.0 million into disaster services/emergency funds. The remaining \$246.9 million was deposited into the BSF. These ending balances reflect the use of approximately \$680 million in Fiscal Year 2011 GRF revenue to make payments for Medicaid managed care, the State's share of instruction for higher education, payroll and other commitments that were previously scheduled to be deferred into Fiscal Year 2012.

2012-13

2012-13 Biennial Budget and Appropriations. Consistent with State law, the Governor's Executive Budget for the 2012-13 biennium was released in March 2011 and introduced in the General Assembly. After extended hearings and review, the 2012-13 biennial appropriations Act was passed by the General Assembly and signed (with selective vetoes) by the Governor on June 30, 2011. To address the use of non-recurring funding sources in the prior 2010-11 fiscal biennium including federal stimulus amounts received under ARRA, the Act included targeted spending cuts across most State agencies and major new Medicaid reform and cost containment measures. Reflecting the tax law changes described below and a conservative underlying economic forecast, that Act provided for total GRF biennial appropriations of approximately \$55.8 billion. This reflected a 10.5% increase over the 2010-11 GRF biennial appropriations, based on total expected GRF biennial revenue of approximately \$56.07 billion (a 6% increase from 2010-11 GRF biennial revenues). GRF appropriations for major program categories (including debt service) compared to 2010-11 actual GRF biennial spending reflected

increases of 30.2% for Medicaid (due in large part to the absence of ARRA funding in the 2012-13 biennium and the redirection of 2012-13 biennial spending from non-GRF to GRF sources); decreases of 3% for elementary and secondary education, 9.1% for higher education, and 8.1% for mental health and developmental disabilities (due to the transfer of community mental health Medicaid services to the Department of Job and Family Services); and flat funding for corrections and youth services. That Act also reflected the restructuring of \$440 million of Fiscal Year 2012 GRF debt service into Fiscal Years 2013 through 2025, approximately three-quarters of which was accomplished by the July 2011 issuance by the Ohio Public Facilities Commission of \$488.8 million in refunding bonds, with the remainder accomplished by the September 2011 issuance by the Ohio Building Authority of \$149.3 million in refunding bonds.

The Executive Budget, the GRF appropriations Act and the separate appropriations acts for the biennium included all necessary debt service and lease rental payments related to State obligations (after the restructuring of Fiscal Year 2012 GRF debt service payments).

Major new sources of revenues or expenditure savings reflected in the 2012-13 appropriations Act included:

- Transfer of the State's spirituous liquor system to JobsOhio. On February 1, 2013, the State granted a 25-year franchise on its spirituous liquor system to JobsOhio Beverage System, a nonprofit corporation the sole member of which is JobsOhio, itself a nonprofit corporation created to promote economic development, job creation and retention, job training and the recruitment of business to the State. In exchange for the franchise, the State received a payment of \$1.464 billion, \$500 million of which was deposited in the GRF, \$863.5 million of which was used to make provision for payment of all debt service on \$725.0 million of then outstanding State bonds and notes secured by a pledge of the State's profits from the sale of spirituous liquor, and \$100 million of which was for funding certain revitalization projects. With granting of that franchise to JobsOhio Beverage System, the State stopped receiving annual deposits to the GRF from net liquor profits (those deposits totaled \$153.0 million in Fiscal Year 2011, \$92.5 million in Fiscal Year 2012 and \$167.0 million in Fiscal Year 2013, \$88 million of which was generated through the February 1 granting of the franchise to JobsOhio Beverage System). Litigation commenced in April 2011 and August 2014 that challenged, under various provisions of the Ohio Constitution, certain aspects of both JobsOhio and the General Assembly's February 2011 law that authorized its creation and the 2012-13 appropriations Act that amended various statutes applying to JobsOhio. In August 2011, the Ohio Supreme Court dismissed the first case, and in June 2014, the Ohio Supreme Court affirmed prior judgments of the lower courts in the second case after concluding that the plaintiffs lacked standing to bring this suit. Plaintiffs in the second case subsequently filed additional actions and appeals with the Court of Appeals and the Ohio Supreme Court in an attempt to revive these challenges to JobsOhio and the laws authorizing its creation and the transfer of the State's spirituous liquor system. The Supreme Court ultimately denied plaintiffs' motion for reconsideration in November 2016.
- Sale of five State-owned prison facilities to private operators expected to result in a net payment to the GRF of \$75 million. (Based on the proposals it received for the five prisons, the State opted to sell only one of those facilities that accomplished most of the desired financial result for the 2012-13 biennium.) Litigation commenced in August 2011, and then again in July 2012, challenging the authorization in the 2012-13 appropriations Act to sell these prison facilities. Specifically, this litigation alleged that the provisions in that Act authorizing the sale of these prisons, as well as that entire Act, were enacted in violation of the "one subject rule" of the Ohio Constitution and violated the constitutional right to referendum, and that the sale of the prisons would create a joinder of private and public property interests violating the constitutional prohibition against the State entering into a joint venture. In February 2016, the Supreme Court upheld the prison sale provisions of the Act, finding their enactment did not violate the "one subject rule" of the Ohio Constitution or its prohibition against the State entering into a joint venture with private enterprise.
- Reduction of local government fund allocations by \$111 million in Fiscal Year 2012 and \$340 million in Fiscal Year 2013. Beginning in Fiscal Year 2014, allocations are made by committing to the local government fund a set percentage of annual tax revenues deposited into the GRF (beginning with Fiscal Year 2013 GRF tax revenues).
- Reduction of public library fund allocations to 95% of Fiscal Year 2011 levels resulting in expenditure reductions of \$52.3 million in Fiscal Year 2012 and \$102.8 million in Fiscal Year 2013. Beginning in

Fiscal Year 2014, allocations to public libraries are made by committing to the public library fund a set percentage of annual tax revenues deposited into the GRF (beginning with Fiscal Year 2013 GRF tax revenues).

- Accelerated phase-out of reimbursement payments to local governments and school districts in connection with the elimination of the tangible personal property tax resulting in an increased share (estimated at \$293.5 million in Fiscal Year 2012 and \$597.7 million in Fiscal Year 2013) of the commercial activity tax being deposited into the GRF (see **TAX LEVELS AND TAX BASES – Property Tax**).
- Accelerated phase-out of reimbursement payments to local governments and school districts for electric power generation deregulation and natural gas deregulation resulting in a larger share (estimated at \$141.6 million in Fiscal Year 2012 and \$147.4 million in Fiscal Year 2013) of the kilowatt-hour tax and the entire (approximately \$66.0 million in Fiscal Year 2012 and \$66.0 million in Fiscal Year 2013) natural gas consumption tax being reallocated to the GRF.
- \$235 million from transfers to the GRF of unclaimed funds and from other non-GRF funds, and \$12 million from a tax amnesty program.

The 2012-13 appropriations Act also reflected the following tax law changes:

- Implementation of the previously postponed final 4.2% annual decrease in State personal income tax rates (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2010-11**).
- Elimination of the estate tax beginning January 1, 2013, previously levied at a rate of 6% on estates over \$338,333 and 7% on estates over \$500,000. In Fiscal Year 2010, estate tax collections totaled \$285.8 million of which \$230.8 million was distributed to the local government jurisdictions from which it was collected and with \$55.0 million retained by the State and deposited into the GRF.
- Establishment of the InvestOhio income tax credit program under which investors in small businesses based in Ohio who hold their investments for at least two years may receive 10% income tax credits limited to a maximum of \$10 million per investor per biennium with no more than \$100 million of those credits to be issued over two years.

The 2012-13 biennial appropriations Act created a Medicaid reserve fund and authorized the OBM Director to transfer up to \$130 million from the GRF, if necessary, to provide for the payment of Medicaid costs above the enacted level of appropriations. That Act also created a \$104 million Unemployment Compensation Contingency Fund to pay interest on federal advances to the State Unemployment Compensation Fund, \$70.7 million of which was used to make the interest payment due in September 2011, with the remaining amount applied to the September 2012 interest payment of \$65.8 million. The September 2012 interest payment was also funded by a \$25 million GRF supplemental appropriation and a contribution from the State's Unemployment Compensation Administration Fund.

2012 Mid-Biennium Review. On March 14, 2012, the Governor announced a series of policy proposals resulting from a “mid-biennium review” (2012 MBR), with a stated focus on job creation as a priority. The Governor’s 2012 MBR included proposals for General Assembly consideration in the areas of: *energy* (including shale oil and gas production opportunities in the Marcellus and Utica fields in the State, and modernizing the State’s oil and gas severance tax; electric generation and transmission; coal; cogeneration, alternative fuels and renewables; energy efficiency; and regulatory reform); *personal income tax reduction* (proposing that any new revenue from shale oil and gas production and the 2012 MBR proposal to modernize the State’s oil and gas severance tax system be used to reduce personal income tax rates by a commensurate amount); *bank and financial institutions tax reform* (including a modernization, intended to be revenue-neutral, of Ohio’s taxes on banks and financial institutions replacing the corporate franchise and dealers in intangibles tax with a new financial institutions tax more accurately reflecting modern banking practices, closing loopholes and reducing the overall tax burden on most banks); *education* (including proposals for strengthening Ohio’s “third grade reading guarantee”, career education, a new school performance measuring system, expansion of digital and online learning, flexibility for teacher evaluations, new standards for dropout recovery schools, assessments of all publicly funded early childhood programs, and supporting adoption of a school reform plan for the City of Cleveland schools); *workforce development* (creating job opportunities for the developmentally disabled; an improved workforce development program; allowing those undergoing training with an employer to

continue collecting unemployment benefits; linking energy companies with trained workers; and matching skilled veterans to in demand jobs); and achieving more *management efficiency* with associated State and local government budgetary savings (including combining the separate Offices of the State Architect and Engineer and the Office of Energy Services into an Ohio Facilities Construction Commission (OFCC) to administer the design and construction of state public facilities, with the Ohio School Facilities Commission retained as an independent agency within the OFCC but sharing employees and facilities). Those 2012 MBR proposals were considered by the General Assembly commencing in March in twelve separate pieces of legislation, and the General Assembly in May and June passed seven pieces of legislation addressing the subjects of energy (not including the 2012 MBR proposed changes to the State's oil and gas severance tax), tax reform (not including the 2012 MBR personal income tax reduction proposal), education, workforce development, and management efficiency for both state and local governments.

As further implementation of the 2012 MBR, the General Assembly enacted and the Governor signed into law on December 20, 2012, a new financial institutions tax that first applied to tax year 2014. This new tax applies to many companies that were previously subject to Ohio's corporate franchise tax (primarily banks and other corporations classified as financial institutions) and also generally subjects "dealers in intangibles" (e.g., mortgage brokers, stockbrokers, finance and loan companies not classified as financial institutions) to the commercial activity tax. This new financial institutions tax replaced the prior corporate franchise tax on financial institutions and the prior dealers in intangibles tax. The proceeds from the new financial institutions tax are deposited in the GRF like the proceeds from the taxes it replaced. Based on revenue targets and mechanisms established in the legislation, OBM projected the effect of these tax changes to be revenue neutral to the GRF.

Fiscal Year 2013 Results. The State ended Fiscal Year 2013 with GRF cash and fund balances of \$2.64 billion and \$2.28 billion, respectively. These ending balances reflect approximately \$1.15 billion in Fiscal Year 2013 underspending due largely to actual Medicaid expenditures \$883.0 million below the original Fiscal Year 2013 spending estimate. Of that ending GRF fund balance, the State deposited \$995.9 million into the BSF increasing its balance to \$1.48 billion which was the then statutorily designated five percent of Fiscal Year 2013 GRF revenues; carried-forward \$963.2 million to offset the one-time cost of accelerating the phase-in of reductions in State personal income tax withholding rates (see **FISCAL MATTERS – Recent and Current Finances - Current Biennium**), and transferred \$120 million into the Unemployment Compensation Contingency Fund to pay interest on federal advances to the State Unemployment Compensation Fund and \$51.3 million into disaster services/emergency funds. The remaining \$147.8 million was reserved in the GRF to maintain the statutory target of one-half of one percent of Fiscal Year 2013 GRF revenues as an ending fund balance.

2014-15

2014-15 Biennial Budget and Appropriations. Consistent with State law, the Governor's Executive Budget for the 2014-15 biennium was released in February 2013 and introduced in the General Assembly. After extended hearings and review, the 2014-15 biennial appropriations Act was passed by the General Assembly and signed (with selective vetoes) by the Governor on June 30, 2013. With a stated focus on job creation and continued spending restraint, and based on a conservative economic forecast, that Act provided for total GRF biennial appropriations of approximately \$62.0 billion. This reflected an 11.1% increase over 2012-13 GRF biennial appropriations, and was based on expected total GRF biennial revenue (not including the \$963.2 million carried-forward from the 2012-13 biennium) of approximately \$61.1 billion (a 7.7% increase from 2012-13 GRF biennial revenues).

GRF major program categories (including debt service) reflected the following changes in spending: for Medicaid, increases of 16.8% in Fiscal Year 2014 appropriations over Fiscal Year 2013 expenditures (attributable in part to federal Affordable Care Act induced enrollment of previously eligible individuals and federally mandated physician rate increases) and 6.2% for Fiscal Year 2015 appropriations over Fiscal Year 2014 appropriations; for elementary and secondary education, increases of 5.0% for Fiscal Year 2014 appropriations over Fiscal Year 2013 expenditures and 5.8% for Fiscal Year 2015 appropriations over Fiscal Year 2014 appropriations (due largely to enhancements in the K-12 school funding formula); for higher education, increases of 1.8% for Fiscal Year 2014 appropriations over Fiscal Year 2013 expenditures and 2.1% for Fiscal Year 2015 appropriations over Fiscal Year 2014 appropriations; for corrections and youth services, increases of 0.1% for Fiscal Year 2014 appropriations over Fiscal Year 2013 expenditures and 0.2% for Fiscal Year 2015 appropriations over Fiscal Year 2014 appropriations; and for mental health and developmental

disabilities, an increase of 5.0% for Fiscal Year 2014 appropriations over Fiscal Year 2013 expenditures and an increase of 4.0% for Fiscal Year 2015 appropriations over Fiscal Year 2014 appropriations.

The Act also implemented a new school funding formula (see **SCHOOLS AND MUNICIPALITIES – Schools**), allocated a portion of State public higher education funding to institutions based on their graduation rates, and eliminated the Ohio Cultural Facilities Commission by moving the administration of cultural facilities projects to the Ohio Facilities Construction Commission to achieve efficiencies and budgetary savings.

The Executive Budget, the 2014-15 appropriations Act and separate appropriations acts for the biennium included all necessary debt service and lease rental payments related to State debt obligations.

The 2014-15 biennial appropriations Act reflected the following reductions and related adjustments of major State taxes (primarily the personal income and sales and use taxes), resulting in an estimated net reduction in GRF revenues of \$1.16 billion in Fiscal Year 2014 and \$771 million in Fiscal Year 2015, including:

- A 10% reduction in State personal income tax rates phased-in over three years (8.5% in calendar year 2013, 0.5% in calendar year 2014, and 1.0% in calendar year 2015), coupled with a freeze on the indexing of the State income tax brackets and the personal exemption for tax years 2013 through 2015 until these rate reductions are fully implemented.
- Creation of a non-refundable earned income tax credit equal to 5% of the federal earned income credit that is limited to 50% of liability for gross income that exceeds \$20,000.
- A new deduction for small businesses of 50% of annual adjusted business net income up to \$250,000.
- Elimination of the \$20 personal income tax exemption for filers with a gross income greater than \$30,000 and of the gambling loss deduction.
- An increase in the State sales and use tax by one-quarter percent (from 5.5% to 5.75%) beginning September 1, 2013.
- Authorization of full membership for the State in the streamlined sales tax project for the collection of State sales taxes on out-of-state companies for catalog and internet purchases.
- Expansion of the State sales tax base to include digital goods such as e-books, music and video downloads and repeal of the exemption for magazine purchases.
- Elimination of the corporate franchise tax (and dealers in intangibles tax) and the initial implementation and collection of the new financial institutions tax in tax year 2014.
- Elimination of the 12.5% property tax roll back for owner-occupied residential property for new voter-approved local property tax levies.
- Reinstating income requirements for eligibility for new applicants for the State's homestead tax exemption (this exemption was expanded in 2007 to include all senior citizens and disabled Ohioans regardless of income).
- Establishing a variable minimum for the commercial activity tax for businesses with gross receipts greater than \$1 million and an exemption from the CAT for grain handlers.

Medicaid Expansion. Subsequent to the passage of the GRF appropriations Act, the seven member State Controlling Board on October 21, 2013 voted 5 to 2 to increase federal Medicaid appropriations by approximately \$562 million in Fiscal Year 2014 and approximately \$2.0 billion in Fiscal Year 2015. These additional federal appropriations were to support the federally-authorized expansion of the Medicaid program to cover those with incomes up to 138% of the federal poverty level using 100% federal funds in fiscal years 2014 and 2015. On October 22, 2013, six State Representatives and two local right to life organizations filed an action in the Ohio Supreme Court against the Controlling Board and the Ohio Department of Medicaid requesting that Court vacate the Controlling Board's October 21 action. The Controlling Board and State Department of Medicaid filed their initial answer to the complaint on November 5 and, after all evidence and briefs of the parties were submitted on the expedited schedule set for this case, the Court on December 20, 2013 issued its decision upholding the Controlling Board's action.

2014 Mid-Biennium Review. On March 12, 2014, the Governor announced a series of initiatives across a range of topics resulting from a "mid-biennium review" for 2014-15 (2014 MBR). The Governor's 2014 MBR included a range of proposals in the areas of: *elementary and secondary education* (including proposals for dropout prevention and recovery and making technical and vocational education accessible by more students as early as the seventh grade); *higher education* (including proposals for reforming Ohio's dual credit

programming to encourage more students to earn college credit while in high school; extending to two-year community colleges a funding formula tied to successful student outcomes; tying state funding for technical centers to the percentage of their students that find a job and other outcome-based benchmarks; increased use of technology and distance learning; increasing enrollment of international students and their retention in Ohio post-graduation; providing community colleges the option to offer a guaranteed tuition rate; and providing veterans college credit for their military training and experience); *income tax reductions and other tax adjustments* (including proposals to lower income tax rates across all income levels by 8.5% over the next three years; increasing the state's earned income tax credit for low-income Ohioans from 5% to 15% of the federal earned income tax credit; increasing the state income tax personal exemptions for those with annual incomes up to \$80,000; raising the tax on cigarettes by 60 cents to \$1.85 per pack with equivalent taxes on other tobacco products including e-cigarettes; increasing the oil and gas severance tax to 2.75% of producer gross receipts while eliminating that tax for small conventional gas producers and exempting from that tax up to \$8 million of gross receipts per well during the first three years to help producers recoup their start-up drilling costs, with approximately 20% of severance tax revenue directed to local governments in shale oil and gas producing regions of the state; and updating the commercial activity tax rate from its initial 0.26% rate established in 2005 to 0.30%); *workforce* (aligning the three main federal workforce programs through a single, integrated plan to provide faster and improved training; and expediting professional licensing and certification for veterans and their spouses); and *human services* (including increased access to crisis intervention and safe places for those with mental illness and addictions; allocating \$26.9 million of non-GRF funds to support tobacco prevention and cessation programs; and expanding drug and substance abuse prevention in schools and prioritizing statewide funding for prevention initiatives). The 2014 MBR also proposed increasing appropriations to the Department of Rehabilitation and Correction by \$53.5 million to address a rise in the prison population, and reducing local property tax reimbursement and debt service appropriations for the biennium by \$35 million and \$92 million, respectively, due to lower than expected payments, while continuing all necessary appropriations for debt service and lease rental payments for State obligations.

Those 2014 MBR proposals were introduced in the General Assembly in March as fourteen separate pieces of legislation, seven of which were enacted by the General Assembly in May and June addressing the subjects of elementary and secondary education (including \$5 million for alternative education programs), higher education (including \$3.1 million for the State share of instruction), workforce and human services (including \$16 million for early education and child care, \$16.8 million for adult and child protection services, and \$3.2 million for Family and Children Services). As further implementation of the biennial appropriations Act and due to positive Fiscal Year 2014 financial results, the 2014 MBR legislation passed by the General Assembly also included the following additional reductions and adjustments to the State personal income tax resulting in an estimated net reduction in GRF revenues of \$402 million in Fiscal Year 2015:

- Acceleration into calendar year 2014 of the remaining 1% reduction in State personal income tax rates previously scheduled to be effective in calendar year 2015.
- An increase in the non-refundable earned income tax credit from 5% to 10% of the federal earned income credit that is limited to 50% of liability for gross income that exceeds \$20,000.
- A temporary increase in the deduction for small businesses from 50% up to 75% of annual business net income up to \$250,000 for tax year 2014.
- An increase in the State income tax personal exemption from \$1,700 to \$2,200 for gross income less than \$40,000, and from \$1,700 to \$1,950 for gross income between \$40,000 and \$80,000.

The 2014 MBR legislation passed by the General Assembly also authorized the OBM Director to transfer to a Medicaid reserve fund up to \$300 million from the GRF, if necessary, to provide for the payment of Medicaid costs above the enacted level of appropriations. The full amount of this transfer was made at the end of Fiscal Year 2014 (see next paragraph for further transfers out of the Medicaid reserve fund at the end of Fiscal Year 2015).

Fiscal Year 2015 Financial Results. The State ended Fiscal Year 2015 with GRF cash and fund balances of \$1.71 billion and \$1.29 billion, respectively. Of that ending GRF fund balance, the State reserved \$157.4 million to maintain the statutory target of one-half of one percent of State Fiscal Year 2015 GRF revenues as an ending fund balance, carried-forward \$393.0 million to cover the planned for and modest variance of Fiscal Year 2016 GRF appropriations over estimated revenue, transferred \$425.5 million to the BSF, \$50 million to the health and human services fund (see **2016-17** below for discussion on the creation of this fund), \$42 million to the Straight

A fund, \$40 million to pay unemployment compensation loan interest and \$20 million for disaster services. The State also made 14 other smaller transfers totaling \$149.3 million with the remaining \$9.1 million transferred to the income tax reduction fund. Of the \$331.1 million Fiscal Year 2015 ending balance in the Medicaid reserve fund, the State transferred \$72.0 million to a school district tangible personal property tax supplement fund, \$101.1 million to the BSF (bringing its balance to \$2.005 billion), and \$158.0 million to the GRF.

2016-17

2016-17 Biennial Budget and Appropriations. Consistent with State law, the Governor's Executive Budget for the 2016-17 biennium was released on February 2, 2015 and introduced in the General Assembly. After extended hearings and review, the 2016-17 biennial appropriations Act was passed by the General Assembly and signed (with selective vetoes) by the Governor on June 30, 2015. Reflecting a stated continuing focus on job creation, and based on a conservative economic forecast, that Act provided for total GRF biennial appropriations of approximately \$71.2 billion reflecting a 14.9% increase over the 2014-15 GRF biennial appropriations. Those appropriations were based upon then estimated total expected GRF revenue of \$34.9 billion in Fiscal Year 2016, which excluded the \$393.0 million carried-forward from Fiscal Year 2015 (reflecting a 10.8% increase over Fiscal Year 2015 revenue), and \$36.5 billion in Fiscal Year 2017 (reflecting a 4.6% increase over expected Fiscal Year 2016 revenues) (see discussion below of Fiscal Year 2017 GRF revenue revisions in July 2016 and January 2017). Total estimated GRF revenues across the 2016-17 biennium reflected a 17.5% increase from 2014-15 GRF biennial revenues.

GRF major program categories (excluding debt service) reflected the following increases: for Medicaid, 21.8% in Fiscal Year 2016 appropriations over Fiscal Year 2015 expenditures (driven in large part to the shift in funding to the GRF from non-GRF sources beginning in Fiscal Year 2016 for the Medicaid expansion population), and 5.1% for Fiscal Year 2017 appropriations over Fiscal Year 2016 appropriations; for elementary and secondary education, 5.0% for Fiscal Year 2016 appropriations over Fiscal Year 2015 expenditures, and 4.2% for Fiscal Year 2017 appropriations over Fiscal Year 2016 appropriations; for higher education, 4.5% for Fiscal Year 2016 appropriations over Fiscal Year 2015 expenditures, and 3.3% for Fiscal Year 2017 appropriations over Fiscal Year 2016 appropriations; for mental health and developmental disabilities, 9.1% for Fiscal Year 2016 appropriations over Fiscal Year 2015 expenditures, and 7.3% for Fiscal Year 2017 appropriations over Fiscal Year 2016 appropriations; for corrections and youth services, 4.8% for Fiscal Year 2016 appropriations over Fiscal Year 2015 expenditures, and 3.0% for Fiscal Year 2017 appropriations over Fiscal Year 2016 appropriations. The Act also modified the school funding formula to distribute new resources to districts with less capacity to raise revenues locally (see **SCHOOLS AND MUNICIPALITIES – Schools**) and froze tuition and fees for two- and four-year higher education institutions.

The Executive Budget, the 2016-17 biennial appropriations Act and separate appropriations acts for the biennium included all necessary debt service and lease rental payment appropriation authority related to State debt obligations.

The 2016-17 biennial appropriations Act reflected the following tax reductions and related adjustments, resulting in an estimated net reduction in GRF revenues relative to prior law of \$869.0 million in Fiscal Year 2016 and \$952.0 million in Fiscal Year 2017, including:

- An across-the-board 6.3% reduction in State personal income tax rates in calendar year 2015.
- Continuation of the 75% exemption on the first \$250,000 of business net income for small businesses in tax year 2015 (previously increased on a temporary basis for tax year 2014 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2014-15**)) and completely exempting the first \$250,000 of business net income in tax year 2016 and beyond.
- Beginning in tax year 2015, replaced the multi-bracket tax system for small businesses with a low flat rate of 3% on the amount of business net income. Legislation subsequently passed by the General Assembly clarifying this provision was estimated by OBM to reduce GRF revenues in Fiscal Year 2016 by up to \$81 million.
- Beginning in tax year 2015, limited certain retirement income credits to taxpayers whose individual or joint adjusted gross income is less than \$100,000 (this exemption was previously available to all taxpayers aged 65 years and older).
- Increased the cigarette tax from \$1.25 per pack (of 20 cigarettes) to \$1.60 per pack, effective July 1, 2015.

The 2016-17 biennial appropriations Act also reflected:

- The resumption of the phase-out of reimbursements to local governments and school districts in connection with the elimination of the tangible personal property tax, resulting in an increased share (estimated at \$428.7 million in Fiscal Year 2016 and \$445.3 million in Fiscal Year 2017) of the commercial activity tax being deposited into the GRF (see **TAX LEVELS AND TAX BASES – Property Tax**).
- The continuing phase-out of reimbursements to local governments and school districts for electric power generation deregulation and natural gas deregulation resulting in an increased share (estimated at \$56.3 million in Fiscal Year 2016 and \$56.0 million in Fiscal Year 2017) of the kilowatt-hour tax being reallocated to the GRF.

The 2016-17 biennial appropriations Act also created a health and human services fund to pay for public health programs or services and authorized the OBM Director to transfer from the GRF \$150 million in Fiscal Year 2017 into the fund, which amount is in addition to the \$50 million transferred from the GRF at the end of Fiscal Year 2015 into the fund.

As is customary at the beginning of the second year of a fiscal biennium, OBM in July 2016 revised its Fiscal Year 2017 GRF revenue forecast to reflect updated economic assumptions, actual Fiscal Year 2016 revenue performance, and tax law adjustments enacted by General Assembly after adoption of the 2016-17 biennial appropriations Act. As part of this revision, OBM reduced its estimated Fiscal Year 2017 GRF tax revenue forecast by \$282.0 million, a 1.2% reduction compared to the original Fiscal Year 2017 tax revenue forecast. This reduction in forecasted tax revenues was largely within the personal income and commercial activity taxes. As part of the Governor’s Executive Budget proposal for the 2018-19 fiscal biennium (see **Current Biennium** below), and based on tax revenue underperformance, in January 2017 OBM further reduced its estimated Fiscal Year 2017 GRF tax revenue forecast by \$592.2 million, a 2.7% reduction compared to the July 2016 revision. The largest variances (compared to the July 2016 revision) were in the personal income tax (reduced by \$333.9 million or 4.0%), the sales and use tax (reduced by \$259.3 million or 2.4%), and the commercial activity tax (reduced by \$32.0 million or 2.5%).

Fiscal Year 2017 Financial Results. The State ended Fiscal Year 2017 with a GRF cash balance of \$557.1 million and an ending fund balance of \$170.9 million that was reserved to maintain the statutory target of one-half of one percent of State Fiscal Year 2017 GRF revenues as an ending fund balance.

Current Biennium

Consistent with State law, the Governor’s Executive Budget for the 2018-19 fiscal biennium was released on January 30, 2017, and introduced in the General Assembly. After extended hearings and review, the 2018-19 biennial appropriations Act was passed by the General Assembly and signed by the Governor (with selective vetoes) on June 30, 2017. The General Assembly overrode six gubernatorial vetoes including vetoes of provisions relating to the legislative approval of new Medicaid optional eligibility groups, Medicaid rates for neonatal and newborn services, Medicaid rates for skilled nursing facilities, the delay by six months of the State’s behavioral health Medicaid redesign, a limitation on the amount of additional appropriations that may be approved by the Controlling Board, and authorization by the Controlling Board of certain Medicaid appropriations in the 2018-19 fiscal biennium. None of the veto overrides has a material impact on the GRF in the 2018-19 fiscal biennium.

To address lower GRF revenue estimates for the 2018-19 fiscal biennium, the Act included both across-the-board and targeted spending cuts across most State agencies and programs. Reflecting a stated continuing focus on job creation, and based on a conservative economic forecast, that Act provides for the following GRF appropriations:

GRF Appropriations 2018-19 Biennium (\$ in billions)

Fiscal Year 2017 Expenditures	Fiscal Year 2018 Appropriations	% Change Over Fiscal Year 2017 Expenditures	Fiscal Year 2019 Appropriations	% Change Over Fiscal Year 2018 Appropriations	2018-19 Biennium Total	% Change Over 2016-17 Biennial Appropriations
\$34.5	\$32.2	-6.7%	\$33.3	3.5%	\$65.5	-8.1%

GRF major program categories (excluding debt service) reflect the following appropriation changes:

- *Medicaid* - Fiscal Year 2018 appropriations decrease 15.0% over Fiscal Year 2017 expenditures (as discussed below, driven largely by the replacement of the Medicaid managed care organization sales tax, the receipts of which were being deposited into the GRF, by a new health insuring corporation provider assessment, the receipts of which are being deposited into a dedicated non-GRF fund), and Fiscal Year 2019 appropriations increase 5.7% over Fiscal Year 2018 appropriations.
- *Elementary and Secondary Education* - Fiscal Year 2018 appropriations increase 1.5% over Fiscal Year 2017 expenditures, and Fiscal Year 2019 appropriations increase 1.6% over Fiscal Year 2018 appropriations.
- *Higher Education* – Fiscal Year 2018 appropriations increase 0.5% over Fiscal Year 2017 expenditures, and Fiscal Year 2019 appropriations decrease 0.3% over Fiscal Year 2018 appropriations.
- *Mental Health and Developmental Disabilities* – Fiscal Year 2018 appropriations decrease 0.9% over Fiscal Year 2017 expenditures (driven by the shift in funding of certain Medicaid expenditures to the Medicaid program category), and Fiscal Year 2019 appropriations increase 2.1% over Fiscal Year 2018 appropriations.
- *Corrections and Youth Services* – Fiscal Year 2018 appropriations increase 4.2% over Fiscal Year 2017 expenditures, and Fiscal Year 2019 appropriations increase 1.6% over Fiscal Year 2018 appropriations.

The Act also modifies certain components of the school funding formula to better distribute resources to districts with less capacity to raise revenues locally (see **SCHOOLS AND MUNICIPALITIES – Schools**) and limits increases in tuition and fees for two- and four-year higher education institutions.

The Executive Budget, the 2018-19 biennial appropriations Act and separate appropriations acts for the biennium include all necessary debt service and lease rental payment appropriation authority related to State debt obligations.

The forgoing appropriations were based upon total expected GRF revenue as follows:

Estimated GRF Revenue 2018-19 Biennium (\$ in billions)

Fiscal Year 2017 Actual Revenue	Fiscal Year 2018 Est. Revenue	% Change Over Fiscal Year 2017 Actual Revenue	Fiscal Year 2019 Est. Revenue	% Change Over Fiscal Year 2018 Est. Revenue	2018-19 Biennium Total	% Change Over 2016-17 Biennium Actual Revenue
\$34.2	\$32.3	-5.5%	\$33.3	3.2%	\$65.6	-3.7%

Potentially non-recurring sources of revenues reflected in the 2018-19 biennial appropriations Act include \$84.5 million in transfers to the GRF from non-GRF funds, \$200 million from unclaimed funds, \$31 million from the sale of prison farmland, and \$20 million from a tax amnesty program.

The 2018-19 biennial appropriations Act reflects certain tax law changes, resulting in an estimated net GRF revenue increase of \$12.8 million in Fiscal Year 2018 and an estimated net GRF revenue decrease of \$30.8 million in Fiscal Year 2019, including, among others:

- Reduces the number of personal income tax brackets from nine to seven in tax year 2017 and for certain low income taxpayers completely exempts the first \$10,500 of taxable income, with increasing bracketed base rates and percentages up to a maximum on incomes over \$210,600 of \$8,073 plus 4.997% on the amount over \$210,600. (See **TAX LEVELS AND TAX BASES – Personal Income Tax**.)
- Increases on a temporary basis the percent of GRF tax revenues deposited into the public library fund to 1.68% from 1.66% in each of Fiscal Years 2018 and 2019.
- Increases the State personal income tax deduction from \$2,000 to \$4,000 for contributions to accounts for college savings and care for disabled individuals.
- Authorizes a one-time sales tax holiday on the purchase of clothing and school supplies in August 2018 (separate legislation enacted by the General Assembly authorized a sales tax holiday in August 2017).

The 2018-19 biennial appropriations Act also reflects:

- The creation of a new health insuring corporation provider assessment, the revenues of which are deposited into a non-GRF dedicated purpose fund, to fully replace the forgone GRF sales tax revenue

resulting from the federal policy ruling by the Centers for Medicare and Medicaid Services (CMS) that Ohio's sales tax on Medicaid managed care organizations was impermissible as a means of generating revenues to draw federal matching dollars. The GRF revenue loss is estimated to be approximately \$600 million in each of Fiscal Years 2018 and 2019.

- Increases the portion of the commercial activity tax deposited into the GRF (estimated at \$175 million in Fiscal Year 2018 and \$179 million in Fiscal Year 2019) from 75% to 85% to more closely match the amounts needed to make compensating payments to school districts and local governments in connection with the prior phase-out of the tangible personal property tax. The requirement to transfer funds in excess of the compensating payments formula to the GRF at the end of each Fiscal Year remains unchanged. (See **TAX LEVELS AND TAX BASES – Property Tax.**)

Fiscal Year 2018 Financial Results. The State ended Fiscal Year 2018 with GRF cash and fund balances of \$1.22 billion and \$849.9 million, respectively. Of that ending GRF fund balance, the State reserved \$162.4 million to maintain the statutory target of one-half of one percent of State Fiscal Year 2018 GRF revenues as an ending fund balance and transferred \$657.5 million to the BSF (bringing its balance to \$2.692 billion) and \$30.0 million to the Medicaid Local Sales Tax Transition Fund.

As is customary at the beginning of the second year of a fiscal biennium, OBM in July 2018 revised its Fiscal Year 2019 GRF revenue forecast to reflect updated economic assumptions, actual Fiscal Year 2018 revenue performance, and certain minor tax law adjustments enacted by the General Assembly after adoption of the 2018-19 biennial appropriations Act. As part of this revision, OBM increased its estimated Fiscal Year 2019 GRF tax revenue forecast by \$531.1 million, a 2.4% increase compared to the original Fiscal Year 2019 tax revenue forecast. This increase in forecasted tax revenues is largely within the personal income tax (increased by \$379.5 million or 4.5%) and the sales and use tax (increased by \$129.0 million or 1.3%).

OBM is currently projecting a positive GRF fund balance at the end of Fiscal Year 2019. As discussed above, the State is effectively precluded by its Constitution from ending a Fiscal Year or a biennium in a “deficit” position. OBM continually monitors and analyzes revenues and expenditures and related developments (including pending litigation) and prepares a Monthly Financial Report, the most recent of which is accessible at <https://www.obm.ohio.gov/Budget/monthlyfinancial/> with copies also available upon request to OBM.

Cash Flow

Because GRF cash receipts and disbursements do not precisely coincide, temporary GRF cash flow deficiencies often occur in some months, particularly the middle months, of a Fiscal Year. Statutory provisions provide for effective management of cash flow by permitting the adjustment of payment schedules (as was done during some prior Fiscal Years) and the use of the Total Operating Fund (TOF). The State has not done and does not do external revenue anticipation borrowing.

The TOF includes the total consolidated cash balances, revenues, disbursements and transfers of the GRF and several other specified funds (including the BSF). The TOF cash balances are consolidated only for the purpose of meeting cash flow requirements, and, except for the GRF, a positive cash balance must be maintained for each discrete fund included in the TOF. The GRF is permitted to incur a temporary cash deficiency by drawing upon the available consolidated cash balance in the TOF. The amount of that permitted GRF cash deficiency at any time is limited by statute to 10% of GRF revenues for the then preceding Fiscal Year.

The State plans for and manages monthly GRF cash flow deficiencies within each Fiscal Year. GRF cash flow deficiencies have been within the TOF limitations discussed above.

STATE DEBT

General

The incurrence or assumption of debt by the State without a popular vote is, with limited exceptions, prohibited by the State Constitution. The State is authorized to incur debt limited in amount to \$750,000 to cover casual deficits or to address failures in revenues or to meet expenses not otherwise provided for. The Constitution expressly precludes the State from assuming the debts of any county, city, town or township, or of any corporation. (An exception in both cases is for debts incurred to repel invasion, suppress insurrection, or defend the State in war.) The Constitution provides that “Except the debts above specified . . . no debt whatever shall hereafter be created by, or on behalf of the state.”

By 20 constitutional amendments approved from 1921 to present, Ohio voters have authorized the incurrence of State general obligation debt and the pledge of taxes or excises to its payment, all related to the financing of capital facilities, except for three that funded bonuses for veterans, one to fund coal technology research and development, and one to fund specified research and development activities. Currently, tax supported general obligation debt of the State is authorized to be incurred for the following purposes: highways, local infrastructure, coal development, natural resources and parks, higher education, common schools, conservation, and research and development. Authorizations for site development and veterans compensation purposes have been fully exhausted or expired. Although supported by the general obligation pledge, highway debt is also backed by a pledge of and has always been paid from the State's motor fuel taxes and other highway user receipts that are constitutionally restricted in use to highway related purposes.

State special obligation debt, the owners or holders of which are not given the right to have excises or taxes levied by the General Assembly to pay principal and interest, is authorized for purposes specified by Section 2i of Article VIII of the Constitution. The Treasurer of State currently issues the special obligations authorized under that Section 2i for parks and recreation and mental health facilities, and for facilities to house branches and agencies of State government and their functions, including: State office buildings and facilities for the Department of Administrative Services (DAS) and others, the Ohio Department of Transportation (ODOT), correctional and juvenile detention facilities for the Departments of Rehabilitation and Correction (DRC) and Youth Services (DYS), various cultural facilities, and formerly for the Department of Public Safety (DPS). Debt service on all these special obligations is paid from GRF appropriations, with the exception of debt issued for ODOT and DPS facilities which is paid from highway user receipts. All of those debt service payments are subject to biennial appropriations by the General Assembly pursuant to leases or other agreements entered into by the State.

Certificates of Participation (COPs). State agencies also have participated in buildings and equipment, information systems and non-highway transportation projects that have local as well as State use and benefit, in connection with which the State has entered into lease-purchase agreements with terms ranging from 7 to 20 years. Certificates of Participation (COPs) have been issued in connection with those agreements that represent fractionalized interests in and are payable from the State's anticipated lease payments. The maximum annual payment from GRF appropriations under those existing agreements is \$27.5 million in Fiscal Year 2020 and the total GRF-supported principal amount outstanding is \$181.5 million. Payments by the State are subject to biennial appropriations by the General Assembly with the lease terms subject to automatic renewal for each biennium for which those appropriations are made. The approval of the OBM Director and either the General Assembly or the State Controlling Board is required if COPs are to be publicly offered in connection with those agreements.

Revenue Bonds. Certain State agencies issue revenue bonds that are payable from revenues from or relating to revenue producing facilities, such as those issued by the Ohio Turnpike and Infrastructure Commission. As confirmed by judicial interpretation, such revenue bonds do not constitute "debt" under the constitutional provisions described above. The Constitution authorizes State bonds for certain economic development and housing purposes (the latter issued by the Ohio Housing Finance Agency) to which tax moneys may not be obligated or pledged. See the discussion of expanded housing finance authority, and permitted pledges to it, below under **Additional Authorizations**.

Tax Credits in Support of Other Long Term Obligations. The State has authorized the issuance of fully refundable tax credits in support of "credit-collateralized bonds" issued from time to time by the Columbus-Franklin County Finance Authority to provide funding for the Ohio Capital Fund (OCF) to promote venture capital investment in Ohio and any additional bonds that may be issued to refinance those outstanding bonds or provide additional funding for that purpose. Those tax credits may be claimed by the bond trustee for the purpose of restoring the bond reserve fund for those credit-collateralized bonds in the event it is drawn upon and its required balance is not restored from other sources. Those credits may not be claimed after June 30, 2036, and the maximum amount of tax credits that may be claimed is \$20 million in any fiscal year and \$380 million in total. The bond trustee has made claims for tax credits totaling \$7.5 million in Fiscal Year 2017, \$15.4 million in Fiscal Year 2018 and \$6.5 million in Fiscal Year 2019. The highest annual payment for outstanding credit-collateralized bonds is \$19.2 million in Fiscal Year 2020 and the total principal amount outstanding for those bonds is \$132.6 million. Proceeds of the OCF bonds fund investments in venture capital funds to promote investment in seed and early-stage Ohio-based business enterprises.

Prior Economic Development and Revitalization Obligations. Prior to the February 1, 2013 granting of a 25-year franchise on the State’s spirituous liquor system to JobsOhio, there were outstanding \$725.0 million of State bonds and notes secured by a pledge of the State’s profits from the sale of spirituous liquor. In connection with the granting of that franchise, provision was made for the payment of all the debt service on those bonds and notes which are defeased and no longer outstanding obligations of the State (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2012-13**). Those bonds and notes were originally issued to fund a statewide economic development program that assisted in the financing of facilities and equipment for industry, commerce, research and distribution, including technology innovation, by providing loans and loan guarantees. Under its franchise agreement with JobsOhio, the State may not issue additional obligations secured by a pledge of profits from the sale of spirituous liquor during the 25-year term of that franchise.

Obligations and Funding Commitments for Highway Projects Payable from Highway-Related Non-GRF Funds. As described above, the State issues general obligations for highway infrastructure and special obligations for ODOT and DPS transportation facilities that are paid from the State’s motor fuel tax and other highway user receipts that are constitutionally restricted in use to highway related purposes. In addition, the State has and expects to continue financing selected highway infrastructure projects by issuing federal highway grant anticipation revenue (GARVEE) bonds and entering into agreements that call for debt service payments to be made from federal Title 23 transportation funds allocated to the State, subject to biennial appropriations by the General Assembly. The highest annual State payment under those agreements in the current or any future fiscal year is \$187.3 million in Fiscal Year 2019. In the event of any insufficiency in the anticipated federal allocations to make payments on GARVEE bonds, the payments are to be made from any lawfully available moneys appropriated to ODOT for the purpose.

In December 2014, ODOT also entered into its first public-private agreement to provide “availability payments” in support of the development and operation of a State highway improvement project. Those availability payments are expected to be paid from non-GRF funds available to ODOT remaining after the payment of debt service on highway general obligations, ODOT special obligations and GARVEE bonds. That public-private agreement provides for availability payments in a base annual amount of \$25.8 million beginning no earlier than Fiscal Year 2019, increasing to a projected maximum payment of \$40.6 million in Fiscal Year 2053. Availability payments are subject to biennial appropriation by the General Assembly with the public-private agreement subject to automatic renewal for each biennium if and when those availability payments are appropriated for that biennium.

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Variable Rate Debt

The State currently has \$385,480,000 in outstanding variable rate debt as follows with liquidity provided by the State for all of these issues:

<u>Dated Date</u>	<u>Outstanding</u>	<u>Purpose/Series</u>	<u>Rate Period</u>	<u>Final Maturity</u>
11/29/2001	\$26,700,000	Infrastructure, 2001B	Weekly	8/1/2021
3/20/2003	9,930,000	Infrastructure Refunding, 2003D	Weekly	2/1/2019
12/15/2003	67,000,000	Common Schools, 2003D	Weekly	3/15/2024
3/3/2004	39,660,000	Infrastructure Refunding, 2004A	Weekly	2/1/2023
4/1/2005	82,350,000	Common Schools, 2005A/B	Weekly	3/15/2025
6/7/2006	95,220,000	Common Schools, 2006B/C	Weekly	6/15/2026
10/26/2016	64,620,000	DRC Prison Facilities, 2016B/C	Weekly	10/1/2036

Interest Rate Swaps

As part of its debt management, the State is also party to the following floating-to-fixed interest rate swap agreements with a total notional amount currently outstanding of \$310,930,000:

<u>Outstanding Notional Amount</u>	<u>Related Bond Series</u>	<u>State Pays</u>	<u>State Receives</u>	<u>Counterparty</u>	<u>Effective Date</u>	<u>Termination Date</u>
\$26,700,000	Infrastructure 2001B	4.630%	SIFMA ¹	JP Morgan/Wells Fargo	11/29/2001	8/1/2021
67,000,000	Common Schools 2003D	3.414%	LIBOR ²	JP Morgan/Wells Fargo	9/14/2007	3/15/2024
39,660,000	Infrastructure 2004A Refunding	3.510%	LIBOR ²	Wells Fargo	3/3/2004	2/1/2023
82,350,000	Common Schools 2005A/B	3.750%	LIBOR ^{2,3}	JP Morgan	3/15/2007	3/15/2025
95,220,000	Common Schools 2006B/C	3.202%	LIBOR ²	US Bank/RBC	6/15/2006	6/15/2026

¹ Securities Industry and Financial Markets Association (SIFMA) weekly variable rate index.

² Variable interest rate based on a percentage of one-month London Inter-Bank Offered Rate (LIBOR) plus a fixed increment.

³ Variable interest rate based on 62% of 10-year LIBOR beginning September 15, 2014.

For all its swap agreements, the State has established minimum uncollateralized counterparty rating thresholds of AA-/Aa3. Under each of these agreements, the counterparty is required to progressively post collateral securing the State's position if the counterparty's credit ratings fall below these minimum thresholds.

Constitutional Limitation on Annual Debt Service

A 1999 constitutional amendment provides an annual debt service "cap" applicable to most future issuances of State general obligations and other State direct obligations payable from the GRF or net State lottery proceeds. Generally, new obligations may not be issued if debt service for any future Fiscal Year on those new and the then outstanding obligations of those categories would exceed 5% of the total of estimated GRF revenues (excluding GRF receipts from the American Recovery and Reinvestment Act of 2009) plus net State lottery proceeds for the Fiscal Year of issuance. Those direct obligations of the State include general obligations and special obligations that are paid from the State's GRF, but exclude (i) general obligation debt for third frontier research and development, development of sites and facilities, and veterans compensation, and (ii) general obligation debt payable from non-GRF funds (such as highway bonds that are paid from highway user receipts). Pursuant to the implementing legislation, the Governor has designated the OBM Director as the State official responsible for making the 5% determinations and certifications. Application of the 5% cap may be waived in a particular instance by a three-fifths vote of each house of the Ohio General Assembly and may be changed by future constitutional amendments.

The following table presents a current summary of State debt authorizations and the principal that has been issued and is outstanding against those authorizations excluding the Series 2019 Bonds. The General Assembly has appropriated sufficient moneys to meet debt service requirements for the current biennium (ending June 30, 2019) on all of the obligations included in this and the accompanying tables.

	Authorized by General Assembly	Issued^(a)	Outstanding^(b)
<i>Obligations Payable from the GRF</i>			
<u>General Obligations</u>			
Coal Development ^(c)	\$260,000,000	\$246,000,000	\$37,380,000
Infrastructure(d,e)	4,425,000,000	4,084,986,136	1,833,470,000
Natural Resources ^(f)	492,000,000	453,130,000	137,270,000
Common School Facilities ^(e)	5,545,000,000	5,070,000,000	2,657,340,000
Higher Education Facilities	4,445,000,000	3,830,000,000	2,201,020,000
Conservation ^(g)	700,000,000	500,000,000	253,415,000
Research & Development ^(h)	1,200,000,000	851,000,000	340,475,000
Site Development	150,000,000	150,000,000	37,250,000
Veterans Compensation ⁽ⁱ⁾	200,000,000	83,910,000	<u>32,430,000</u>
		Total:	\$7,530,050,000
<u>Special Obligations</u>			
DAS Facilities ^(j)	\$2,030,000,000	\$1,916,000,000	\$556,935,000
DRC Prison Facilities ^(j)	2,462,000,000	2,134,500,000	484,570,000
DYS Facilities	400,000,000	367,000,000	100,750,000
Cultural & Sports Facilities	710,000,000	604,690,000	117,070,000
Mental Health Facilities	1,850,000,000	1,617,085,000	191,520,000
Parks & Recreation Facilities	960,000,000	828,000,000	<u>434,445,000</u>
		Total:	\$1,885,290,000
<i>Obligations Payable from Non-GRF Sources^(k)</i>			
<u>Highway User Receipts</u>			
G.O. Highway ^(l)	\$3,683,000,000	\$3,125,830,000	\$925,720,000
ODOT Facilities	385,000,000	326,590,000	158,720,000
DPS Facilities	140,285,000	140,285,000	<u>3,795,000</u>
		Total:	\$1,088,235,000
<u>Federal Transportation Grants</u>			
ODOT GARVEE Highway ^(m)	n.a.	\$2,575,710,000	\$991,015,000

(a) Excludes refunding bonds; includes bonds refunded.

(b) As of November 15, 2018. Excludes bonds refunded; includes refunding bonds.

(c) Not more than \$100,000,000 may be outstanding at any time.

(d) Not more than \$5,625,000,000 may be issued with the annual issuance currently limited to no more than \$175,000,000 in each Fiscal Year beginning in Fiscal Year 2018 through Fiscal Year 2022 and \$200,000,000 in each Fiscal Year beginning in Fiscal Year 2023 through Fiscal Year 2027, plus any obligations unissued from previous Fiscal Years.

(e) Includes adjustable rate bonds.

(f) Not more than \$50,000,000 may be issued in any Fiscal Year and not more than \$200,000,000 may be outstanding at any time. Issued amount includes \$130,000 in refunding bonds in excess of the principal amount of the bonds refunded.

(g) Not more than \$50,000,000 may be issued in any Fiscal Year plus any obligations unissued from previous Fiscal Years and not more than \$400,000,000 may be outstanding at any time.

(h) Not more than \$1,200,000,000 may be issued with the annual issuance now limited to no more than \$175,000,000 in any Fiscal Year plus any obligations unissued from previous Fiscal Years.

(i) Constitutional authorization was self-implementing and did not require further General Assembly authorization. No more new obligations may be issued under this authorization.

(j) Outstanding debt does not include the issuance of the Series 2019 Bonds nor does it exclude the bonds being refunded. While the purchase agreements allows for termination of the sale under certain circumstances, the State does not expect those conditions to be met. Settlement is expected to occur on July 9, 2019. Once those refunding bonds settle, the figures will not materially change.

(k) See discussion above of "availability payments" under ODOT's first public-private agreement, which payments are expected to be made from biennial appropriations of non-GRF funds available to ODOT and remaining after the payment of debt service on highway general obligations, special obligations and GARVEE bonds shown above.

(l) Not more than \$220,000,000 may be issued in any Fiscal Year plus any amount unissued from previous Fiscal Years, and not more than \$1,200,000,000 may be outstanding at any time.

(m) Debt service on these "GARVEE" bonds is paid from federal transportation grants apportioned to the State (Title 23 of the U.S. Code).

The following table shows total Fiscal Year debt service on outstanding State obligations currently payable from the GRF, excluding the Series 2019 Bonds:

Annual Debt Service Requirements on State Obligations Paid from the GRF

FY	General Obligations			Special Obligations			Total GRF Debt Service		
	Education ^(a,b)	Infra-structure ^(b)	All Other ^(c)	DAS Facilities ^(d)	DRC Facilities ^(b,d)	All Other ^(e)	Principal	Interest	Total
2019	\$698,531,189	\$228,858,118	\$179,438,426	\$88,327,501	\$76,447,080	\$132,661,643	\$965,050,000	\$439,213,956	\$1,404,263,956
2020	700,778,998	224,848,509	166,335,381	85,884,535	62,098,841	126,498,767	956,435,000	410,010,031	1,366,445,031
2021	693,467,990	213,977,230	142,106,975	85,543,809	62,522,584	111,726,190	941,800,000	367,544,778	1,309,344,778
2022	656,623,100	205,807,100	120,454,002	75,387,855	61,815,000	99,381,944	894,135,000	325,334,000	1,219,469,000
2023	589,761,144	196,426,539	108,481,518	69,610,057	57,753,467	99,295,882	835,995,000	285,333,606	1,121,328,606
2024	490,542,676	178,608,796	88,071,130	59,525,516	55,899,354	94,001,917	718,120,000	248,529,389	966,649,389
2025	419,261,812	170,229,479	66,680,228	53,985,043	51,284,143	87,518,564	633,055,000	215,904,269	848,959,269
2026	349,551,397	155,983,831	60,620,069	30,987,317	27,597,806	69,780,425	505,735,000	188,785,845	694,520,845
2027	293,950,329	141,189,871	43,676,738	30,984,263	27,632,412	60,251,125	430,810,000	166,874,737	597,684,737
2028	272,855,439	141,030,246	40,207,261	30,982,926	27,585,821	53,856,300	419,205,000	147,312,993	566,517,993
2029	273,073,174	132,287,485	24,383,250	30,986,043	27,628,751	43,521,375	403,940,000	127,940,078	531,880,078
2030	283,502,280	115,232,777	20,851,125	26,699,043	24,761,900	43,510,844	403,775,000	110,782,969	514,557,969
2031	283,756,377	115,059,891	17,467,750	23,649,331	24,777,206	37,894,000	411,240,000	91,364,555	502,604,555
2032	259,436,663	91,311,950	12,947,750	23,658,806	22,182,895	30,173,250	366,635,000	73,076,314	439,711,314
2033	192,202,975	82,242,250	3,444,000	21,215,469	22,120,604	20,775,500	285,570,000	56,430,798	342,000,798
2034	168,556,875	71,418,250	-0-	17,147,050	22,145,247	7,909,750	244,515,000	42,662,172	287,177,172
2035	144,705,500	47,804,375	-0-	17,148,425	18,612,605	7,906,625	205,695,000	30,482,530	236,177,530
2036	120,516,000	47,787,375	-0-	11,173,250	18,640,410	7,907,750	185,780,000	20,244,785	206,024,785
2037	97,398,750	36,394,875	-0-	11,169,125	13,039,525	7,907,250	153,940,000	11,969,525	165,909,525
2038	47,974,500	25,622,125	-0-	5,490,125	7,723,375	7,909,250	90,055,000	4,664,375	94,719,375
2039	-0-	12,653,625	-0-	5,488,875		7,907,875	<u>25,415,000</u>	<u>635,375</u>	<u>26,050,375</u>
							\$10,075,065,000	\$3,364,124,658	\$13,439,189,658

^(a) Consists of common schools and higher education general obligation bonds.

^(b) Includes estimated debt service on adjustable rate bonds at an assumed rate of 3%.

^(c) Includes natural resources, coal development, conservation, research and development, site development and veteran's compensation general obligation bonds.

^(d) Does not include the issuance of the Series 2019 Bonds nor does it exclude the bonds being refunded. While the purchase agreements allows for termination of the sale under certain circumstances, the State does not expect those conditions to be met. Settlement is expected to occur on July 9, 2019. Once those refunding bonds settle, the figures will not materially change.

^(e) Includes lease-rental bonds for mental health, parks and recreation, cultural and sports facilities, and facilities for the Department of Youth Services.

The following table shows total Fiscal Year debt service on certain outstanding State obligations currently payable from the indicated non-GRF revenues.

Annual Debt Service Requirements on State Obligations Paid from Non-GRF Revenues

FY	Highway User Receipts			GARVEE Federal Transportation Grants ^(b)
	Highway G.O.	ODOT/DPS Facilities ^(a)	Total	
2019	\$133,611,683	\$18,932,000	\$152,543,683	\$187,310,803
2020	130,864,712	18,084,200	148,948,912	182,767,446
2021	128,536,192	18,087,250	146,623,442	148,204,553
2022	125,500,302	16,522,000	142,022,302	103,420,375
2023	121,628,556	16,526,250	138,154,806	102,644,713
2024	118,763,027	16,520,500	135,283,527	101,903,025
2025	101,190,895	16,524,000	117,714,895	101,158,125
2026	72,162,550	16,520,000	88,682,550	65,376,875
2027	69,891,550	16,522,500	86,414,050	65,378,375
2028	67,620,800	16,519,750	84,140,550	65,379,875
2029	51,583,800	16,520,500	68,104,300	65,379,250
2030	33,075,250	16,518,000	49,593,250	41,281,875
2031	31,628,750	8,375,750	40,004,500	-0-
2032	14,987,500	8,379,000	23,366,500	-0-
2033	14,306,250	8,379,000	22,685,250	-0-

(a) Lease rental payments are paid from highway user receipts for these Ohio Department of Transportation and Department of Public Safety facilities.

(b) Debt service paid from federal transportation grants apportioned to the State under Title 23 of the U.S. Code.

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The following table shows the principal amount of those obligations that are currently scheduled to be outstanding as of July 1 of the indicated years, excluding the Series 2019 Bonds:

<u>Year</u>	Obligations Payable from the GRF			Non-GRF Obligations
	<u>Education</u> ^(a)	<u>Other GO</u> ^(b)	<u>Special Obligations</u> ^(c)	<u>Highway User Receipts</u> ^(d)
2019	\$4,742,010,000	\$2,672,045,000	\$1,793,860,000	\$1,004,065,000
2020	4,261,735,000	2,241,520,000	1,602,350,000	903,420,000
2025	2,182,965,000	1,131,995,000	767,540,000	393,510,000
2030	1,121,235,000	449,080,000	348,720,000	78,890,000

- (a) Includes obligations for common school and higher education capital facilities.
 (b) Includes natural resources, coal development, infrastructure improvement, conservation, research and development, site development and veterans compensation general obligation bonds.
 (c) Includes lease-rental obligations for various state capital facilities. Does not include the issuance of the Series 2019 Bonds nor does it exclude the bonds being refunded. While the purchase agreements allows for termination of the sale under certain circumstances, the State does not expect those conditions to be met. Settlement is expected to occur on July 9, 2019. Once those refunding bonds settle, the figures will not materially change.
 (d) Includes general obligations for highways and lease-rental obligations for ODOT and DPS facilities.

The following tables show certain historical debt information and comparisons. These tables include only outstanding obligations of the State for which debt service is paid from the GRF.

<u>Fiscal Year</u>	<u>Principal Amount Outstanding</u>	<u>Outstanding Debt Per Capita</u>	<u>Outstanding Debt as % of Annual Personal Income</u>
1980	\$1,991,915,000	\$184	1.86%
1990	3,707,054,994	342	1.83
2000	6,308,680,025	556	1.94
2010	8,586,655,636	744	2.03
2011	8,996,752,848	779	1.99
2012	9,760,505,915	845	2.08
2013	9,263,358,266	801	1.94
2014	9,517,346,998	821	1.92
2015	9,354,508,600	806	1.81
2016	9,271,400,000	798	1.77
2017	9,450,790,000	811	1.73
2018	9,746,900,000	836 ^(a)	1.79 ^(b)

<u>Fiscal Year</u>	<u>Debt Service Payable</u>	<u>Total GRF Revenue and Net State Lottery Proceeds</u>	<u>Debt Service as % of GRF Revenue and Lottery Proceeds</u>	<u>Debt Service as % of Annual Personal Income</u>
1980	\$187,478,382	\$4,835,670,223	3.88%	0.18%
1990	488,676,826	12,230,681,298	4.00	0.24
2000	871,313,814	20,711,678,217	4.21	0.27
2010	710,284,236*	24,108,466,000**	2.95	0.17
2011	755,023,015*	26,777,133,000**	2.82	0.17
2012	692,776,090*	27,956,513,000	2.48	0.15
2013	1,204,775,861	30,361,815,000	3.97	0.25
2014	1,237,701,225	30,137,140,000	4.11	0.25
2015	1,278,258,664	32,463,100,000	3.94	0.25
2016	1,314,513,346	34,997,651,000	3.76	0.25
2017	1,328,277,201	35,218,700,000	3.77	0.24
2018	1,338,395,923	33,642,813,000	3.98	0.25 ^(b)

- (a) Based on July 2017 population estimate.
 (b) Based on 2017 personal income data.

* Reduction is due in large part to the restructuring of certain GRF debt service payments resulting in net savings of \$416.8 million in Fiscal Year 2010, \$336.9 million in Fiscal Year 2011, and \$449.3 million in Fiscal Year 2012.

** Excludes federal funds from the American Recovery and Reinvestment Act of 2009.

Recent Debt Authorizations

Only a portion of State capital needs can be met by direct GRF appropriations, so additional State borrowing for capital and other purposes has been and will continue to be required. For the 2019-20 capital biennium, the General Assembly approved \$2.642 billion in new capital appropriations, with \$2.24 billion of those new capital appropriations to be funded by GRF-supported debt authorizations, \$60 million to be funded from non-GRF debt authorizations (for Ohio Department of Transportation maintenance facilities) and the remaining \$342 million to be funded from cash. The following additional GRF-supported debt authorizations reflect all of the new 2019-20 capital appropriations:

General Obligation

- \$375,000,000 for capital improvements for elementary and secondary public schools.
- \$325,000,000 for local infrastructure projects.
- \$429,000,000 for higher education facilities.
- \$34,000,000 for natural resources facilities.
- \$100,000,000 for conservation purposes.
- \$2,000,000 for coal development purposes.

Special Obligation

- \$200,000,000 for prisons and local jails.
- \$21,000,000 for youth services facilities.
- \$90,800,000 for State administrative facilities.
- \$69,000,000 for cultural facilities (including both arts and sports facilities).
- \$193,000,000 for mental health facilities (including local projects).
- \$119,000,000 for parks and recreation facilities (including local projects).

In addition to the above \$375 million general obligation debt authorization for elementary and secondary public school improvements, the General Assembly also appropriated \$75 million to be funded from the transfer of non-GRF development loan funds and \$50 million from State lottery profits for elementary and secondary public school capital improvements.

Recent constitutional authorizations are:

- 2014 – authorizes an additional \$1.875 billion of general obligation debt for public infrastructure as a ten-year extension of the existing local government infrastructure program authorized in 2005, with an increase in the annual issuance amount from \$150 million to \$175 million in the first five Fiscal Years and \$200 million in each Fiscal Year thereafter.
- 2010 – authorizes the issuance of \$700 million of State general obligation debt to renew and continue programs for research and development in support of Ohio industry, commerce, and business, with those obligations not subject to the 5% debt service cap described above. The authorization is in addition to the below-referenced 2005 constitutional amendment for the same purpose. The amount of all State general obligations that may be issued for, and the amounts of proceeds from those State general obligations that may be committed to, those research and development purposes, are limited to no more than \$450 million total for the period including State Fiscal Years 2006 through 2011, no more than \$225 million in Fiscal Year 2012 and no more than \$175 million in any Fiscal Year thereafter, plus any amounts that in any prior Fiscal Year could have been but were not issued.
- 2009 – authorized the issuance of State general obligation debt to provide compensation to persons who have served in active duty in the United States armed forces at any time during the Persian Gulf, Afghanistan, and Iraq conflicts, with those obligations not subject to the 5% direct obligation debt service cap described above. Not more than \$200 million in obligations could have been issued no later than December 31, 2013.
- 2008 – authorizes the issuance of State bonds for land conservation and revitalization purposes (including statewide brownfields clean-up). For each of the two purposes, the authorization is for not more than \$50 million in principal amount to be issued in any Fiscal Year plus any amount unissued

from previous Fiscal Years and not more than \$200 million to be outstanding at any time. The bonds for conservation purposes are general obligations, and those for revitalization purposes are special obligations payable from revenues and receipts designated by the General Assembly (previously a portion of the State's net liquor profits; see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2012-13**). The authorization is in addition to the 2000 constitutional amendment for the same purposes.

- 2005 – authorizes the issuance over ten years of \$500 million of State general obligation debt in support of research and development, and \$150 million of State general obligation debt for the development of sites for industry, commerce, distribution and research and development, with those obligations not subject to the 5% debt service cap described above. Also authorizes an additional \$1.35 billion of general obligation debt for public infrastructure as a ten-year extension of the existing local government infrastructure program, with an increase in the annual issuance amount from \$120 million to \$150 million in the last five Fiscal Years, which continues to be subject to that 5% debt service cap.
- 2000 – authorizes the issuance of State bonds for land conservation and revitalization purposes (including statewide brownfields clean-up). For each of the two purposes, the amendment authorizes not more than \$50 million in principal amount to be issued in any Fiscal Year plus any amount unissued from previous Fiscal Years and not more than \$200 million to be outstanding at any time. The bonds for conservation purposes are general obligations, and those for revitalization purposes are special obligations payable from revenues and receipts designated by the General Assembly (previously a portion of the State's net liquor profits; see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2012-13**).
- 1999 – authorizes State general obligation debt to pay costs of facilities for a system of common schools throughout the state and for state-supported and state-assisted institutions of higher education. The amendment also provides for the 5% direct obligation debt service cap described above.
- 1995 – authorizes additional highway bonds and extends the local infrastructure bond program. For the latter, it authorized an additional \$1.2 billion of State full faith and credit obligations to be issued over 10 years, with not more than \$120 million to be issued in any Fiscal Year. The highway finance portion authorizes not more than \$1.2 billion to be outstanding at any time and not more than \$220 million to be issued in any Fiscal Year.
- 1994 – pledges the State's full faith and credit and taxing power to meet certain guarantees under the State's tuition credit program, a program that provides for the purchase of tuition credits which are guaranteed to cover a specified amount when applied to tuition and other eligible higher education costs. Under the amendment, to secure the tuition guarantees, the General Assembly shall appropriate money sufficient to offset any deficiency that occurs in the trust fund, at any time necessary to make payment of the full amount of any tuition payment or refund required by a tuition payment contract.
- 1990 – authorizes greater State and political subdivision participation in the provision of individual and family housing. This supplements the previous constitutionally authorized loans-for-lenders and other housing assistance programs, financed in part with State revenue bonds. The amendment authorizes the General Assembly to provide for State assistance for housing in a variety of ways, including State borrowing for the purpose by the issuance of obligations secured by a pledge of all or such portion of State revenues or receipts as it authorizes (but not by a pledge of the State's full faith and credit).
- 1985 – authorizes the issuance of general obligation debt to finance grants or make or guarantee loans for research and development of coal technology that will encourage the use of Ohio coal. Those grants or loans are available to any individual, association, or corporation doing business in the State or to any educational or scientific institution located in the State. Not more than \$100 million may be outstanding at any time.

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ECONOMY AND EMPLOYMENT

Although manufacturing (including auto-related manufacturing) in Ohio remains an integral part of the State's economy, the greatest growth in Ohio's economy in recent years has been in the non-manufacturing sectors. Ohio's 2017 economic output, as measured by gross state product (GSP), totaled \$649.1 billion, 3.37% of the national GDP and seventh largest among the states. The State ranks third within the manufacturing sector as a whole (\$108.0 billion) and fourth in durable goods (\$59.5 billion). As a percent of Ohio's 2017 GSP, 16.6% was attributable to manufacturing, with 23.0% attributable to the goods-producing sectors and 34.2% to the business services sectors, including finance, insurance and real estate. Ohio is the ninth largest exporting state with 2017 merchandise exports totaling \$50.1 billion. The State's leading export products are machinery (including electrical machinery), motor vehicles, aircraft/spacecraft and plastics, which together accounted for 55.6% of that total.

Non-farm payroll employment in Ohio, in a diversifying employment base, decreased in 2001 through 2003, increased in 2004 through 2006, decreased in 2007 through 2010, and increased in 2011 through 2017. In the last three decades, there has been a shift toward the services industry, with manufacturing employment decreasing since its 1969 peak. The "non-manufacturing" sector employs approximately 87.5% of all non-farm payroll workers in Ohio. The changing mix of employment sectors nationally and in Ohio are shown in the following tables.

Ohio Nonfarm Payroll Jobs by Industry Type Not Seasonally Adjusted (in 000)

	<u>1980</u>	<u>1990*</u>	<u>2000*</u>	<u>2010*</u>	<u>2017*</u>
Mining & Logging.....	31	18	13	11	11
Construction.....	167	192	246	169	216
Manufacturing.....	1,264	1,060	1,021	621	687
Trade, Transportation & Public Utilities...	1,180	963	1,115	947	1,024
Financial Activities.....	204	255	305	277	307
Services.....	831 ¹	n.a.	n.a.	n.a.	n.a.
Professional & Business Services.....	n.a.	455	647	627	722
Educational & Health Services.....	n.a.	539	679	839	929
Leisure & Hospitality.....	n.a.	400	483	475	560
Information & Other Services.....	n.a.	279	331	284	288
Government.....	<u>690</u>	<u>722</u>	<u>785</u>	<u>786</u>	<u>782</u>
TOTAL	4,367	4,882	5,624	5,036	5,526

* Reflects change in the bases for industry classification from the 1987 Standard Industrial Classification (SIC) system to the current 2017 North American Industry Classification System (NAICS). Data since 1990 reflects this change.

¹ Data under SIC system included professional and business, education and health, leisure and hospitality, information and 'other' services under a single "Services" industry category.

Source: U.S. Department of Labor, Bureau of Labor Statistics, National and State Current Employment Statistics.

Distribution of Nonfarm Payroll Jobs by Industry Type (%)

	<u>1980</u>		<u>1990*</u>		<u>2000*</u>		<u>2010*</u>		<u>2017*</u>	
	<u>Ohio</u>	<u>U.S.</u>	<u>Ohio</u>	<u>U.S.</u>	<u>Ohio</u>	<u>U.S.</u>	<u>Ohio</u>	<u>U.S.</u>	<u>Ohio</u>	<u>U.S.</u>
Mining & Logging.....	0.7	1.1	0.4	0.7	0.2	0.5	0.2	0.5	0.2	0.5
Construction.....	3.8	4.8	3.9	4.8	4.4	5.1	3.4	4.2	3.9	4.7
Manufacturing.....	28.9	22.4	21.7	16.2	18.2	13.1	12.3	8.8	12.4	8.5
Trade, Transportation & Public Utilities	27.0	28.2	19.7	20.7	19.8	19.9	18.8	18.9	18.5	18.8
Financial Activities.....	4.7	5.7	5.2	6.0	5.4	5.9	5.5	5.9	5.5	5.8
Services.....	19.0 ¹	19.8 ¹	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Professional & Business Services.....	n.a.	n.a.	9.3	9.9	11.5	12.6	12.5	12.8	13.1	14.0
Educational & Health Services.....	n.a.	n.a.	11.0	10.1	12.1	11.6	16.7	15.3	16.8	15.8
Leisure & Hospitality.....	n.a.	n.a.	8.2	8.5	8.6	9.0	9.4	10.0	10.1	10.9
Information & Other Services.....	n.a.	n.a.	5.7	6.3	5.9	6.7	5.6	6.2	5.2	5.8
Government.....	15.8	18.0	14.8	16.8	14.0	15.7	15.6	17.3	14.2	15.2

* Reflects change in the bases for industry classification from the 1987 Standard Industrial Classification (SIC) system to the current 2017 North American Industry Classification System (NAICS). Data since 1990 has been adjusted to reflect this change.

¹ Data under SIC system included professional and business, education and health, leisure and hospitality, information and 'other' services under a single "Services" industry category.

Source: U.S. Department of Labor, Bureau of Labor Statistics, National and State Current Employment Statistics. The distribution percentages are as calculated by OBM.

Ohio and U.S. unemployment rates have been as follows:

Average Monthly Unemployment Rates (Seasonally Adjusted)

<u>Year</u>	<u>Ohio</u>	<u>U.S.</u>
1980.....	8.4%	7.1%
1990.....	5.6	5.6
2000.....	4.0	4.0
2005.....	5.9	5.1
2006.....	5.4	4.6
2007.....	5.6	4.6
2008.....	6.4	5.8
2009.....	10.3	9.3
2010.....	10.3	9.6
2011.....	8.8	8.9
2012.....	7.4	8.1
2013.....	7.5	7.4
2014.....	5.8	6.2
2015.....	4.9	5.3
2016.....	5.0	4.9
2017.....	5.0	4.4
2018 January.....	4.7	4.1
February.....	4.5	4.1
March.....	4.4	4.1
April.....	4.3	3.9
May.....	4.3	3.8
June.....	4.5	4.0
July.....	4.6	3.9
August.....	4.6	3.9
September.....	4.6	3.7

Source: Ohio Department of Job and Family Services, Labor Market Information.

The following are the private sector employers that had the highest number of full-time equivalent employees (estimated and rounded) in Ohio in 2018.

OHIO’S TOP 25 PRIVATE SECTOR EMPLOYERS – 2018

<u>Company</u>	<u>Employment Headcount (Estimated)</u>	<u>Sector</u>
Wal-Mart Stores, Inc.	50,200	Retail General Merchandiser
Cleveland Clinic Health System	49,800	Health Care
Kroger Company	45,150	Retail Food Stores
Mercy Health	32,200	Health Care
University Hospitals Health System	26,000	Health Care
Ohio Health	21,100	Health Care
JPMorgan Chase & Co.	21,000	Financial Services
Giant Eagle, Inc.	19,000	Retail Food Stores
Cincinnati Children’s Hospital	15,400	Health Care
Golden Gate Capital LP / Bob Evans	15,100	Restaurants
Honda Motor Company	15,000	Motor Vehicles
Nationwide Mutual Insurance Co.	14,750	Finance, Insurance
ProMedica Health System	14,450	Health Care
General Electric Company	14,100	Aerospace/Electrical Equipment
Premier Health Partners	13,850	Health Care
United Parcel Service, Inc.	13,700	Transportation Air Delivery
Home Depot, Inc.	12,200	Retail Home Improvement
Kettering Health Network	12,000	Health Care
TriHealth, Inc.	12,000	Health Care
Berkshire Hathaway, Inc.	11,900	Manufacturer, Financial Services
Lowe’s Companies, Inc.	11,800	Retail Home Improvement
Meijer, Inc.	11,700	Retail General Merchandiser
UC Health	11,250	Health Care
Procter & Gamble Company	11,000	Soaps and Consumer Goods
Progressive Corporation	11,000	Finance, Insurance

Boldface indicates headquartered in Ohio. Source: Development Services Agency, Office of Research, May 2018.

POPULATION

Ohio's 2010 decennial census population of 11,536,504 indicated a 1.6% population growth over 2000 and ranked Ohio seventh among the states in population. The following tables show selected census figures.

Ohio Population — Total and by Age Group

Year	Total	Rank Among States	Decennial Growth Rate	0-19 Years	20-64 Years	65 and Over
1970	10,652,017	6	9.7%	4,124,400	5,539,600	993,500
1980	10,797,630	6	1.4	3,502,900	6,125,200	1,169,500
1990	10,847,115	7	0.5	3,141,000	6,299,100	1,407,000
2000	11,353,140	7	4.7	3,216,000	6,629,400	1,507,800
2010	11,536,504	7	1.6	3,067,126	6,847,363	1,622,015

* July 2017 Census population estimate is 11,658,609.

Source: U.S. Census Bureau Web Site, Population Estimates.

Population of Ohio Metropolitan Areas^(a)

	1970	1980	1990	2000	2010
Cleveland.....	2,063,729	1,898,825	2,202,069 ^(b)	2,250,871 ^(b)	2,077,240 ^(b)
Cincinnati.....	1,106,821	1,100,983	1,526,092 ^(c)	1,646,395 ^(c)	2,130,151 ^(d)
Columbus.....	1,017,847	1,093,316	1,345,450 ^(e)	1,540,157 ^(e)	1,836,536 ^(e)
Dayton.....	852,531	830,070	951,270 ^(f)	950,558 ^(f)	979,835 ^(f)
Akron.....	679,239	660,328	657,575	694,960	703,200
Toledo.....	643,443	656,940	614,128	618,203	651,429
Youngstown-Warren.....	537,124	531,350	600,895 ^(g)	594,746 ^(g)	565,773 ^(g)
Canton.....	393,789	404,421	394,106	406,934	404,422
Lorain-Elyria.....	256,843	274,909	(b)	(b)	(b)
Hamilton-Middletown.....	226,207	258,787	291,479	332,807	(d)
Lima.....	210,074	218,244	154,340	155,084	106,331
Mansfield.....	129,997	131,205	174,007 ^(g)	175,818 ^(g)	124,475
Steubenville.....	96,193	91,564	142,523 ^(h)	132,008 ^(h)	124,454 ^(h)

^(a) SMSAs in 1970 & 1980, MSAs in 1990 and 2000 (PMSA's for Cleveland, Cincinnati, Akron, and Hamilton-Middletown).

^(b) Lorain-Elyria included with Cleveland.

^(c) Includes 12 counties (two in Indiana and six in Kentucky).

^(d) Includes 15 counties (three in Indiana and seven in Kentucky); includes Hamilton-Middletown.

^(e) Newark added.

^(f) Springfield added.

^(g) Includes three counties.

^(h) Weirton added; includes two counties in West Virginia.

Source: U.S. Census Bureau Web Site, Metropolitan Area Population Estimates.

AGRICULTURAL AND RESOURCES BASES

With 14.0 million acres (of a total land area of 26.4 million acres) in farmland and an estimated 74,500 individual farms, agriculture combined with related agricultural sectors is an important segment of Ohio's economy. Ohio's 2017 crop production value of \$5.3 billion ranked thirteenth among states and represented 2.6% of the U.S. total value. Ohio's 2017 livestock production value of \$3.4 billion ranked nineteenth among states and represented 1.9% of the U.S. total value. Ohio accounts for 3.8% of total U.S. cash receipts for corn and 6.0% for soybeans. In 2017, Ohio's agricultural sector output (consisting of crops, livestock, poultry and dairy, and services and forestry, and all farm-related income) totaled \$9.9 billion and represented 2.4% of the U.S. total value. Ohio purchased inputs (feed, seed, chemicals, fertilizer, livestock, utilities, labor, and machinery) totaled \$5.8 billion. The net farm income on Ohio farms in 2017 was \$1.2 billion.

The availability of natural resources, such as water and energy, is of vital nationwide concern. Ohio has large quantities of these important natural resources. With Lake Erie and the Ohio River on the State's borders, and many lakes and streams throughout the State, water is readily available for all uses. Additionally, Ohio has sizable coal resources ranking seventh among the states in coal reserves and fourteenth in coal production in 2016.

STATE EMPLOYEES AND COLLECTIVE BARGAINING AGREEMENTS

Since 1985, the number of regular State employees (excluding employees who are not paid by State warrant such as state university employees) has ranged from a low of 51,695 at the end of Fiscal Year 2018 to a high of 68,573 in 1994. The State engages in collective bargaining with five employee unions representing 14 bargaining units, and generally operates under three-year agreements. The current collective bargaining agreement with the Ohio Civil Service Employees Association (OCSEA), the largest State employee union representing approximately 28,000 employees, became effective May 12, 2018 and runs through February 28, 2021. The collective bargaining agreement with the Service Employees International Union District 1199 (the second largest State employee union representing approximately 4,200 employees) expired on April 30, 2018 and the State is maintaining the same terms and conditions until a new three-year agreement has been negotiated. The collective bargaining agreement with the Ohio Education Association (representing approximately 660 State employees) expired on May 31, 2018 and has been extended under the same terms and conditions until December 31, 2018 while a new three-year agreement is being negotiated. The collective bargaining agreements with the Fraternal Order of Police of Ohio and the Ohio State Troopers Association (the remaining two unions representing a combined approximate 2,000 State employees) expired on June 30, 2018 and have also been extended under the same terms and conditions until December 31, 2018 while new three-year agreements are being negotiated.

RETIREMENT SYSTEMS

The State has established five public retirement systems to provide retirement, disability retirement and survivor benefits, and other post-employment benefits such as retiree health care. None of these benefits are guaranteed under the Ohio Constitution or under State law, or subject to bargaining under the State's current public employee collective bargaining law.

The Public Employees Retirement System (PERS), the largest of the five, covers both State and local public employees and non-teaching employees at public higher education institutions. The State Teachers Retirement System (STRS) covers teaching employees at school districts and public higher education institutions. The School Employees Retirement System (SERS) covers non-teaching employees at school districts and community colleges. The Highway Patrol Retirement System (HPRS) covers State troopers, and the Ohio Police and Fire Pension Fund (OP&F) covers local safety forces. Full financial information for each retirement system can be found on its website in that system's Comprehensive Annual Financial Report (CAFR).

The five retirement systems began reporting pensions in accordance with GASB Statement No. 67, Financial Reporting for Pension Plans, in Fiscal Year 2014, and the State began reporting pensions in accordance with GASB Statement No. 68, Accounting and Financial Reporting for Pensions, in Fiscal Year 2015. The retirement systems also began reporting in accordance with GASB Statement No. 74, Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans, in Fiscal Year 2017. The five retirement systems and the State are also preparing to implement GASB Statement No. 75, Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions in Fiscal Year 2018.

The retirement systems were created by and operate pursuant to State law. As reflected in the 2012 pension reform acts discussed below, the General Assembly has the power to amend the structure and benefit levels, impose or revise contribution rates or amounts, and to make other changes. The systems have never been subject to the funding and vesting requirements of the federal Employee Retirement Income Security Act (ERISA). Federal law requires employees hired on or after April 1, 1986 to participate in the Medicare program, with matching employer and employee contributions, each now 1.45% of the wage base. Otherwise, State employees covered by a State retirement system are not currently covered under the federal Social Security Act. Congress has from time to time considered legislation relating to public sector retirement funds and to other aspects of public employee retirement.

Funding for the retirement systems is provided by a combination of public employer and employee contributions based on percentages of each employee's compensation, with the employees' contributions being deducted from their paychecks. Employee contribution percentages are either established in State law or by the retirement system board subject to a maximum contribution amount established in State law. With the exception of employees contributions for HPRS and PERS law enforcement and public safety personnel, the current contribution percentages for each system (set forth in the following table under **Pension Benefits**) reflect the maximums permitted under State law.

In 1968, the Ohio General Assembly created the Ohio Retirement Study Council (ORSC) to oversee the state's five public retirement systems and to advise and inform the legislature on all matters relating to the benefits, funding, investment, and administration of those systems. The ORSC consists of nine voting members: three members of the House appointed by the Speaker; three members of the Senate appointed by the President; and three members appointed by the Governor (one representing the State, one representing local governments, and the third representing public education institutions). The five executive directors of the retirement systems also serve as nonvoting members of the ORSC.

Under State law, each retirement system's board is required to establish a period of not more than thirty years to amortize its unfunded actuarial accrued pension liability (UAAL). If in any year the period required to amortize that UAAL exceeds thirty years, the board must prepare and submit to the ORSC and the applicable committees in the Ohio General Assembly, a plan to reduce that amortization period to not more than thirty years. Based on their most recent reporting years reflected in the table below under **Pension Benefits**, all of the retirement systems meet the 30-year funding requirement, with the number of years to fully amortize UAAL at eighteen years for PERS and STRS, twenty-seven years for SERS and HPRS, and twenty-eight years for OP&F. Prior to the 2012 pension reform acts described below, the board of each of the five retirement systems had approved and submitted to the ORSC and the Ohio General Assembly a plan to reduce or maintain its amortization period at not more than thirty years. Pursuant to this continuing requirement, the OP&F board increased (effective January 1, 2014) contributions to its pension fund by reducing from 2.85% to 0.5% the amount of employer contributions directed to health care and redirecting the 2.35% difference to pensions, and the STRS board increased (effective July 1, 2014) contributions to its pension fund by redirecting to pensions the 1.0% of employer contributions previously directed to healthcare. The HPRS board also increased (effective January 1, 2018) contributions to its pension fund by reducing from 4.0% to 0.0% the amount of employer contributions directed to its health care fund.

After extensive review, the General Assembly in September 2012 enacted, and the Governor signed into law effective January 7, 2013, five pension reform acts to implement with modifications plans previously submitted by the five retirement systems to reduce or maintain their UAAL periods to or at not more than thirty years. The reform act for PERS made changes including, among others, increasing the years of service and eligibility age necessary to retire with full benefits, increasing from three to five the number of years used in determining "final average salary" for purposes of calculating retirement benefits, reducing the post-retirement cost of living adjustment, and increasing the minimum salary threshold required to earn full-time service credit for public employee eligibility to participate in the system. The other reform acts made similar changes to STRS, SERS, OP&F and HPRS, and enacted phased increases in the employee contribution rate for STRS (from 10% to a maximum of 14% in July 2016) and OP&F (from 10% to a maximum of 12.25% in July 2015). The HPRS board was authorized to increase employee contributions up to a maximum of 14% from 10% beginning in July 2013, and it has implemented this authorization by increasing the employee contribution rate to 11.5% for 2014 and to 12.5% for 2015 and thereafter. With the exception of PERS, the reform acts also authorize each retirement system's board to adjust certain pension benefits levels within limits without General Assembly approval. Under this authority, the post-retirement cost of living adjustment for retirees was eliminated by the STRS board (from 2.0% to 0.0% beginning July 1, 2017) and reduced by the HPRS board (phased down from 3.0% to 1.25% beginning January 1, 2015). As reflected above, these reform acts did not change the requirement that each system establish a period of not more than thirty years to amortize its pension UAAL and prepare and submit to the ORSC and the Ohio General Assembly a plan to reduce that amortization period if it exceeds thirty years.

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Retirement Contributions

The State makes its employer contributions based on a percent of salary for each State employee that is an active member of a state retirement system. Currently, just over 95% of State employees are members of PERS, about 3.3% are in HPRS and about 1.3% are in STRS. The following table summarizes State employer and employee contributions to those retirement systems with State employee members (\$ in millions):

State Fiscal Year	<u>PERS</u>		<u>STRS</u>		<u>HPRS</u>		Total Employer/Employee Contributions
	Employer/Employee Amount	Pct. of Salary ^(a)	Employer/Employee Amount	Pct. of Salary	Employer/Employee Amount	Pct. of Salary	
2013 ^(b)	\$385.8/\$269.1	14.0%/10.0%	\$6.2/\$4.4	14.0%/10.0%	\$26.1/\$9.8	26.5%/10.0%	\$418.0/\$283.3
2014	384.9/268.8	14.0/10.0	5.9/4.6	14.0/11.0	26.5/10.7	26.5/11.5	417.3/284.1
2015	383.7/266.8	14.0/10.0	5.8/4.9	14.0/12.0	26.7/12.0	26.5/12.5	416.2/283.7
2016	395.9/278.4	14.0/10.0	5.7/4.8	14.0/13.0	27.2/12.8	26.5/12.5	428.9/296.0
2017	411.5/289.5	14.0/10.0	5.9/5.4	14.0/14.0	31.1/14.6	26.5/12.5	448.5/309.5
2018	421.5/296.7	14.0/10.0	5.9/5.5	14.0/14.0	30.1/14.6	26.5/12.5	458.3/316.8

(a) Reflects PERS state and local contribution rates only. PERS law enforcement employer/employee contribution rate was 18.1%/12.1% in Fiscal Year 2012, increasing in increment to 18.1%/13.0% in Fiscal Year 2014, and public safety was 18.1%/11.5% in Fiscal Year 2012, increasing to 18.1%/12.0% in Fiscal Year 2013.

(b) Flat contributions for Fiscal Years 2014 and 2015 due to modest reductions in the State workforce and the absence of employee wage increases over this period. Higher contributions for Fiscal Years 2016, 2017 and 2018 largely due to the resumption of employee wage increases over this period.

Source: Contributions based on percent of payroll expenses from State of Ohio accounting system records.

The State also has funded and continues to fund a subsidy to the OP&F system to pay for survivor benefits provided in law and not otherwise funded. The aggregate subsidies were \$40.9 million in the 2014-15 biennium, \$40.8 million in the 2016-17 biennium, and are appropriated at \$40.7 million in the 2018-19 biennium. All State employer contributions are subject to appropriation in each State budget and are included in the appropriations for each department or agency's personnel costs.

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Pension Benefits

The following table summarizes State and local membership and financial data for each of the retirement systems for the most recent year reported by the particular system (\$ in millions):

Valuation as of:	<u>PERS</u> 12/31/17	<u>STRS</u> 07/01/18	<u>SERS^(a)</u> 06/30/17	<u>OP&F^(b)</u> 01/01/17	<u>HPRS</u> 12/31/17
Active Members.....	331,266	170,327	157,981	27,990	1,650
Retirees and Beneficiaries.....	216,978	157,422	79,157	28,913	1,637
Employer/Employee Contributions (% of Salary) ^(c)	14.0/10.0 ^(d)	14.0/14.0	14.0/10.0	^(e)	26.5/12.5
Active Member Payroll	\$14,058.0	\$11,923.7	\$3,302.8	\$2,180.9	\$112.7
Market Value of Assets (MVA) ^(f)	\$87,104.9	\$74,916.3	\$13,613.6	\$13,682.4	\$786.4
Actuarial Value of Assets (AVA) ^(g)	\$83,292.2	\$73,115.4	\$13,560.0	\$14,162.5	\$774.7
Actuarial Accrued Liability (AAL) ^(h)	\$102,656.1	\$96,904.1	\$19,186.6	\$20,290.4	\$1,153.6
Funding Ratio (AVA to AAL %, (MVA to AAL %)) ..	81.1 (84.9)	75.5 (77.3)	70.7 (71.0)	69.8 (67.4)	67.2 (68.2)
Unfunded Actuarial Accrued Liability (UAAL)	\$19,363.9	\$23,788.7	5,626.6	\$6,127.9	\$378.9
UAAL to Active Member Payroll %	137.7	199.5	170.4	281.0	336.2
UAAL Funding Period (years) ⁽ⁱ⁾	18	18	27	28	27

^(a) SERS information excludes Medicare Part B reimbursement which is considered a post-employment healthcare benefit reported in accordance with GASB Statement 43 for all data except MVA.

^(b) OP&F deferred retirement option plan balances are included in MVA, AVA, and AAL.

^(c) For PERS and SERS, the maximum employer and employee contribution rates under law are 14.0% and 10.0%. For STRS and HPRS, the maximum employer and employee contributions rates are 14.0/14.0% and 26.5/14.0%, respectively. Each system's board annually determines the portion of the employer contribution, if any, that is directed to fund post-employment health care benefits.

^(d) PERS state employer/employee contribution rate is 14.0/10.0%, local is 14.0/10.0%, law enforcement is 18.1/13.0%, and public safety is 18.1/12.0%. PERS state and local employer and employee contribution rates increased to their current statutory maximum of 14.0% and 10.0%, respectively, in calendar year 2008.

^(e) OP&F employer and employee contribution rates increased to their current statutory maximum of 19.5/12.25% for police and 24.0/12.25% for fire in July 2015.

^(f) Defined contribution plan assets are generally excluded for PERS and included for STRS.

^(g) Recognizes assumed long-term investment returns fully each year (7.45% for STRS, 7.5% for PERS and SERS, 7.75% for HPRS, and 8.0% for OP&F). Differences between actual and assumed investment returns, subject to each system's market corridor limitation, are phased-in over a closed four-year period.

^(h) Reflects an individual entry age normal actuarial cost method.

⁽ⁱ⁾ UAAL funding period is calculated based on a closed period as a level percent of payroll, except for the portion of PERS members who participate in the member directed plan which uses a closed period as a level dollar of payroll.

Sources: Retirement systems' CAFRs and annual actuarial valuations.

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The following table summarizes financial and funding information for each of the retirement systems for the five years previous to the current year information provided above as reported by the particular system (\$ in millions):

Retirement System Valuation Year-End	Actuarial Value of Assets (AVA) ^(a)	Actuarial Accrued Liability (AAL) ^(b)	Unfunded Actuarial Accrued Liability (UAAL) ^(c)	Funding Ratio (AVA to AAL)	Market Value of Assets (MVA) ^(d)	Funding Ratio (MVA to AAL)	Active Member Payroll	UAAL Percent of Active Member Payroll
<u>PERS</u>								
12/31/16	\$80,279.7	\$100,167.1	\$19,887.4	80.1%	\$77,514.2	77.4%	\$13,717.6	145.0%
12/31/15	\$78,061.0	\$97,177.0	\$19,116.0	80.3%	\$74,560.1	76.7%	\$13,177.0	145.1%
12/31/14	\$74,865.0	\$89,285.0	\$14,420.0	83.8%	\$77,263.2	86.5%	\$12,932.5	111.5%
12/31/13	\$71,411.2	\$86,644.6	\$15,233.4	82.4%	\$74,866.6	86.4%	\$12,331.0	123.5%
12/31/12	\$67,854.8	\$83,878.1	\$16,023.3	80.9%	\$67,854.9	80.9%	\$12,194.0	131.4%
<u>STRS</u>								
07/01/17	\$72,216.2	\$96,126.4	\$23,910.2	75.1%	\$72,371.2	75.3%	\$11,557.1	206.9%
07/01/16	\$70,114.6	\$100,756.4	\$30,641.8	69.6%	\$67,283.4	66.8%	\$11,099.6	276.1%
07/01/15	\$68,656.0	\$99,014.7	\$30,358.7	69.3%	\$71,377.6	72.1%	\$10,948.6	277.3%
07/01/14	\$66,657.2	\$96,167.1	\$29,509.9	69.3%	\$71,843.6	74.7%	\$10,725.3	275.1%
07/01/13	\$62,590.8	\$94,366.7	\$31,775.9	66.3%	\$65,392.5	69.3%	\$10,765.6	295.2%
<u>SERS^(e)</u>								
06/30/16	\$13,037.0	\$19,368.6	\$6,331.6	67.3%	\$12,451.6	64.3%	\$2,932.2	215.9%
06/30/15	\$12,467.0	\$18,122.0	\$5,655.0	68.8%	\$12,797.2	70.6%	\$2,845.4	198.7%
06/30/14	\$11,903.0	\$17,492.0	\$5,589.0	68.0%	\$12,820.9	73.3%	\$2,759.3	202.6%
06/30/13	\$11,007.0	\$16,860.0	\$5,853.0	65.3%	\$11,300.5	67.0%	\$2,746.8	213.1%
06/30/12	\$10,284.0	\$16,372.0	\$6,088.0	62.8%	\$10,331.7	63.1%	\$2,788.2	218.3%
<u>OP&F^(f)</u>								
01/01/16	\$13,653.0	\$19,135.9	\$5,482.9	71.3%	\$12,923.9	67.5%	\$2,060.9	266.1%
01/01/15	\$13,029.3	\$18,395.6	\$5,366.3	70.8%	\$13,453.4	73.1%	\$1,986.6	270.1%
01/01/14	\$11,063.2	\$16,577.8	\$5,514.6	66.7%	\$11,920.5	71.9%	\$1,942.3	283.9%
01/01/13	\$10,278.0	\$16,007.9	\$5,729.9	64.2%	\$10,602.8	66.2%	\$1,913.4	299.5%
01/01/12	\$10,309.0	\$16,346.7	\$6,037.7	63.1%	\$9,688.4	59.3%	\$1,897.4	318.2%
<u>HPRS</u>								
12/31/16	\$763.7	\$1,127.9	\$364.3	67.7%	\$721.7	64.0%	\$108.8	334.8%
12/31/15	\$739.8	\$1,079.0	\$339.1	68.6%	\$704.2	65.3%	\$100.0	339.2%
12/31/14	\$712.3	\$1,012.8	\$300.5	70.3%	\$740.7	73.1%	\$99.2	302.9%
12/31/13	\$690.6	\$989.1	\$298.5	69.8%	\$729.0	73.7%	\$98.5	303.0%
12/31/12	\$658.4	\$966.3	\$307.9	68.1%	\$642.6	66.5%	\$98.1	313.8%

(a) Recognizes the assumed long-term investment return fully for each particular year. Differences between actual and assumed investment returns, subject to each system's market corridor limitation, are phased-in over a closed four-year period, except for OP&F in 2012 which phases-in over a five-year period.

(b) Reflects an individual entry age actuarial cost method.

(c) UAAL is calculated based on a closed period as a level percent of payroll, except for STRS in 2013-2014 and OP&F in 2012-2014 for which UAAL is calculated based on an open period of time and the portion of PERS members who participate in the member directed plan which uses a level dollar of payroll.

(d) Defined contribution plan assets are excluded for PERS and included for STRS.

(e) Excludes Medicare Part B reimbursement which is considered a post-employment health care benefit reported in accordance with GASB 43 for all data except MVA.

(f) Effective with the January 1, 2015 valuation, OP&F deferred retirement option plan balances are included in AVA, AAL, and MVA.

Sources: Retirement systems' CAFRs and annual actuarial valuations.

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GASB Statements No. 67 & 68. GASB Statement No. 67 replaced prior accounting standards for reporting pension plan information beginning in Fiscal Year 2014. Under this new accounting standard, the reporting of unfunded actuarial accrued liability (UAAL) has been replaced by the net pension liability (NPL). The NPL represents the excess of the total pension liability over fiduciary net position. The components of the NPL and the sensitivity of the NPL to changes in the single discount rate for each of the retirement systems for the most recent year are as follows (\$ in millions):

	<u>PERS^(a)</u>	<u>STRS</u>	<u>SERS</u>	<u>OP&F</u>	<u>HPRS</u>
Valuation as of:	<u>12/31/17</u>	<u>07/01/18</u>	<u>06/30/17</u>	<u>12/31/17</u>	<u>12/31/17</u>
Total Pension Liability ^(b)	\$102,653.3	\$96,904.1	\$19,588.4	\$21,101.1 ^(d)	\$1,178.5 ^(e)
Fiduciary Net Position ^(c)	\$87,104.9	\$74,916.3	\$13,613.6	\$14,963.6	\$786.4
Net Pension Liability (NPL)	\$15,548.4	\$21,987.8	\$5,974.8	\$6,137.5	\$392.2
Fiduciary Net Position as a Percentage of					
Total Pension Liability.....	84.9%	77.3%	69.5%	70.9%	66.7%
NPL Calculated With 1% Decrease in Discount Rate.....	\$27,781.8	\$32,110.2	\$8,291.4	\$8,508.1	\$523.8
NPL Calculated With 1% Increase in Discount Rate.....	\$5,357.8	\$13,420.5	\$4,034.1	\$4,204.0	\$282.4

^(a) For PERS, figures reflect the traditional plan, the defined benefit portion of the combined plan, and the defined benefit annuities portion of the member-directed plan.

^(b) Reflects a single discount rate of 7.45% for STRS, 7.5% for PERS and SERS, 7.75% for HPRS, and 8.00% for OP&F. The projection of cash flows used to determine the discount rate assumed that employee and employer contributions are made at the actuarially determined rates under State law. Based on those assumptions, the fiduciary net position was projected to be available to make all projected future benefit payments. Therefore, the long term expected rate of return on pension plan investments was applied to all periods of project benefit payments to determine total pension liability. Also reflects an individual entry age actuarial cost method.

^(c) Based on the market value of assets.

^(d) Total pension liability was determined by an actuarial valuation as of 01/01/17, and updated with roll-forward procedures to 12/31/17.

^(e) Total pension liability was determined by an actuarial valuation as of 12/31/16, and updated with roll-forward procedures to 12/31/17.

Sources: Retirement systems' CAFRs and annual actuarial valuations.

GASB Statement No. 68 replaced prior accounting standards for state and local governments reporting of pension plan information beginning in Fiscal Year 2015. This new accounting standard requires employers and non-employer contributing entities to report a proportionate share of their NPL in their financial statements. Employers determine their proportionate share of NPL by comparing their current year contributions to the plan to current year contributions to the plan made by all employers and non-employer entities, based on information provided to them by their retirement system(s). The State's proportionate share of the NPL and the sensitivity of the NPL to changes in the single discount rate for PERS, STRS and HPRS for the most recent year are as follows (\$ in millions):

	<u>PERS^(a)</u>	<u>STRS</u>	<u>HPRS</u>
Valuation as of:	<u>12/31/16</u>	<u>07/01/16</u>	<u>12/31/17</u>
Total Pension Liability ^(b)	\$100,166.4	\$100,756.4	\$1,178.5 ^(d)
Fiduciary Net Position ^(c)	\$77,514.2	\$67,283.4	\$786.4
Net Pension Liability (NPL)	\$22,652.2	\$33,473.0	\$392.2
State Proportionate Share of			
Net Pension Liability (PSL).....	\$4,726.0	\$126.9	\$392.2
PSL as a Percentage of NPL	21.0%	0.4%	100.0%
PSL Calculated With 1% Decrease in Discount Rate	\$7,237.0	\$168.7	\$523.8
PSL Calculated With 1% Increase in Discount Rate.....	\$2,633.1	\$91.7	\$282.4

^(a) For PERS, figures reflect the traditional plan, the defined benefit portion of the combined plan, and the defined benefit annuities portion of the member-directed plan.

^(b) Reflects a single discount rate of 7.5% for PERS and 7.75% for STRS and HPRS.

^(c) Based on the market value of assets.

^(d) Total pension liability was determined by an actuarial valuation as of 12/31/16, and updated with roll-forward procedures to 12/31/17.

Sources: State of Ohio Fiscal Year 2017 CAFR, Retirement systems' CAFRs and annual actuarial valuations.

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Other Post-Employment Benefits

Each of the State's public retirement systems also offers post-employment health care benefits to its members. Contributions to and benefits under these health care programs are not vested and, as reflected by the recent actions of the OP&F and STRS boards described above, are subject to future adjustment by their respective boards. In this regard, PERS adopted, beginning in 2004, a series of health care preservation plans to adjust benefits and contributions by employers, employees, and retirees. In 2017 STRS implemented benefit adjustments that when coupled with strong investment returns and positive claims experience had a positive effect on its health care program as reflected in the most recent valuation shown below. For Fiscal Years 2016 and prior, financial reporting of their health care plans is in compliance with GASB Statement 43 - Financial Reporting for Post-Employment Benefit Plans Other than Pension Plans.

The following table presents a summary of assets and actuarial accrued liabilities for post-employment healthcare benefits for each of the State's public retirement systems (\$ in millions):

	<u>PERS</u>	<u>STRS</u>	<u>SERS</u>	<u>OP&F</u>	<u>HPRS</u>
Valuation as of:	12/31/16	06/30/18	06/30/17	01/01/17	12/31/17
Value of Assets ^(a)	\$12,098.2	\$3,721.3	\$382.1	\$901.7	\$110.1
Actuarial Accrued Liability (AAL) ^(b)	\$19,924.4	\$2,114.5	\$2,396.5	\$5,487.8	\$248.1
Unfunded Actuarial Accrued Liability (UAAL) ^(c)	\$7,826.2	(\$1,606.9)	\$2,014.4	\$4,586.2	\$138.0
Funding Ratio (Assets to AAL %)	60.7%	176.0%	15.9%	16.4%	44.4%
Employer Contribution (% of Salary) ^(d)	2.0%	0.0%	0.0% ^(e)	0.50%	4.0%

^(a) For PERS and HPRS, investment returns are recognized fully each year with the differences between actual and assumed investment returns (assumed at 5% for PERS and 7.75% for HPRS), subject to each system's market corridor limitation, phased-in over a closed four-year period. For STRS, SERS and OP&F, reflects market value. For PERS, includes assets for member-directed plan participants.

^(b) Reflects an individual entry age normal actuarial cost method.

^(c) UAAL is calculated based on an open period as a level percent of payroll.

^(d) Each system's board annually determines the portion of the employer contribution, if any, that is directed to fund post-employment health care benefits. See discussion above for recent adjustments by OP&F, STRS and HPRS boards to employer contribution directed to fund health care benefits.

^(e) SERS also collects a health care surcharge from employers for employees who earn less than an actuarially determined minimum compensation amount. This amount is in addition to the amount allocated to health care from the employer contributions.

Sources: Retirement systems' annual actuarial valuations.

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The following table presents a summary of assets and actuarial accrued liabilities for post-employment healthcare benefits for the four years previous to the current year information provided above for each of the State's public retirement systems (\$ in millions):

Retirement System Valuation Year-End	Value of Assets ^(a)	Actuarial Accrued Liability (AAL) ^(b)	Unfunded Actuarial Accrued Liability ^(c)	Funding Ratio (Assets to AAL)	Employer Contribution (% of Salary) ^{(d)(e)}
<u>PERS</u>					
12/31/15*	\$11,933.1	\$19,224.0	\$7,291.0	62.1%	2.0%
12/31/15	\$11,933.1	\$18,514.6	\$6,581.5	64.5%	2.0%
12/31/14	\$12,062.4	\$19,404.9	\$7,342.5	62.2%	2.0%
12/31/13	\$12,031.4	\$19,784.1	\$7,752.7	60.8%	1.0%
12/31/12	\$12,193.3	\$19,182.3	\$6,989.0	63.6%	4.0%
<u>STRS</u>					
01/01/18	\$3,691.4	\$2,416.0	(\$1,275.4)	152.8%	0.0%
01/01/17	\$3,222.1	\$5,886.2	\$2,664.1	54.7%	0.0%
01/01/16	\$3,258.2	\$5,154.2	\$1,896.0	63.2%	0.0%
01/01/15	\$3,454.4	\$4,676.2	\$1,221.9	73.9%	0.0%
<u>SERS</u>					
06/30/16	\$370.2	\$2,407.3	\$2,037.1	15.4%	0.0%
06/30/15	\$408.4	\$2,424.5	\$2,016.2	16.8%	0.82%
06/30/14	\$413.9	\$2,475.6	\$2,061.8	16.7%	0.14%
06/30/13	\$379.2	\$2,918.3	\$2,539.1	13.0%	0.16%
<u>OP&F</u>					
01/01/16	\$929.4	\$5,166.6	\$4,237.2	18.0%	0.50%
01/01/15	\$1,031.9	\$5,399.6	\$4,367.6	19.1%	0.50%
01/01/14	\$1,053.5	\$5,244.6	\$4,191.0	20.1%	0.50%
01/01/13	\$935.6	\$4,234.8	\$3,299.2	22.1%	3.62%
<u>HPRS</u>					
12/31/16	\$108.3	\$403.7	\$295.4	26.8%	4.00%
12/31/15	\$106.6	\$412.4	\$305.8	25.8%	4.00%
12/31/14	\$103.8	\$376.7	\$272.9	27.6%	4.30%
12/31/13	\$102.1	\$438.6	\$336.5	23.3%	3.65%

(a) For PERS & HPRS, recognizes investment returns fully each year (assumed at 5%) with the differences between actual and assumed investment returns, subject to each system's market corridor limitation, phased-in over a closed four-year period. For STRS, SERS and OP&F, reflects market value.

(b) Reflects an individual entry age normal actuarial cost method.

(c) UAAL is calculated based on an open period as a level percent of payroll.

(d) Each system's board annually determines the portion of the employer contribution, if any, that is directed to fund post-employment health care benefits.

(e) SERS also collects a health care surcharge from employers for employees who earn less than an actuarially determined minimum compensation amount. This amount is in addition to the amount allocated to health care from the employer contributions.

*Reflects revised actuarial assumptions based on completion of a five-year experience study.

Sources: Retirement systems' annual actuarial valuations.

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GASB Statements No. 74. GASB Statement No. 74 replaced prior accounting standards for reporting post-employment benefit plans other than pension plans (OPEB) beginning in Fiscal Year 2017. Under this new accounting standard, the reporting of unfunded actuarial accrued liability has been replaced by the net OPEB liability (NOL). The NOL represents the excess of the total OPEB liability over fiduciary net position. The components of the NOL and the sensitivity of the NOL to changes in the single discount rate for those retirement systems that have reported information for the most recent year are as follows (\$ in millions):

	<u>PERS</u>	<u>STRS</u>	<u>SERS</u>	<u>OP&F</u>	<u>HPRS</u>
Valuation as of:	12/31/17	06/30/17	06/30/17	12/31/17	12/31/17
Total OPEB Liability ^(a)	\$23,678.1 ^(c)	\$7,377.4 ^(d)	\$3,065.8	\$6,597.9 ^(e)	\$566.1 ^(c)
Fiduciary Net Position ^(b)	\$12,818.8	\$3,475.8	\$382.1	\$932.1	\$111.8
Net OPEB Liability (NOL)	\$10,859.3	\$3,901.6	\$2,683.7	\$5,665.9	\$454.3
Fiduciary Net Position as a Percentage of					
Total OPEB Liability	54.1%	47.1%	12.5%	14.1%	19.7%
NOL Calculated With 1% Decrease in Discount Rate	\$14,427.4	\$5,237.9	\$3,241.0	\$7,082.4	\$573.8
NOL Calculated With 1% Increase in Discount Rate	\$7,972.7	\$2,845.6	\$2,242.3	\$4,575.9	\$362.4
NOL Calculated With 1% Decrease in Trend Rates	\$10,390.2	\$2,710.7	\$2,177.7	\$4,401.3	n/a
NOL Calculated With 1% Increase in Trend Rates	\$11,344.4	\$5,469.1	\$3,353.6	\$7,370.0	n/a

^(a) For PERS, STRS, SERS and HPRS, the fiduciary net position was not projected to be available to make all projected future benefit payments and, therefore, blended discount rates of 3.85%, 4.13%, 3.63% and 3.42%, respectively, were used. The blended discount rates represent the long-term expected rate of return for the funded benefit payments and a tax-exempt, high-quality municipal bond rate for the unfunded benefit payment. For OP&F, the fiduciary net position was projected to be available to make all projected future benefit payments until 2025 and, therefore, a single discount rate of 3.24%, representing a tax-exempt, high quality municipal bond rate, was used. After 2025, benefit payments will be funded on a pay-as-you go basis. For all retirement systems, reflects an individual entry age normal actuarial cost method as a level percent of payroll.

^(b) Based on the market value of assets.

^(c) Total OPEB liability was determined by an actuarial valuation as of 12/31/16, and updated with roll-forward procedures to 12/31/17.

^(d) Total OPEB liability was determined by an actuarial valuation as of 01/01/17, and updated with roll-forward procedures to 6/30/17.

^(e) Total OPEB liability was determined by an actuarial valuation as of 01/01/17, and updated with roll-forward procedures to 12/31/17.

Sources: Retirement systems' CAFRs.

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TAX LEVELS AND TAX BASES

The variety of taxes and excises levied by the State is indicated in several tables in this Appendix. According to the Federation of Tax Administrators, citing the U.S. Census Bureau as its source, Ohio ranked 35th in state taxes per capita in 2017. Three major tax bases in the State, personal income (taxed by the State and municipalities and, with voter approval, by certain school districts), retail sales and use (taxed by the State and counties and transit authorities), and real and tangible personal property of public utilities (taxed by local governments and school districts), are described below. The State also levies a commercial activity tax on business activities as described below.

The State also imposes a tax on the use, distribution, or sale of motor vehicle fuel. This “gasoline” tax was last raised by two-cents per gallon effective July 1, 2005 to 28 cents per gallon (one cent of this tax is specifically directed to local highway-related infrastructure projects).

Sales and Use Tax

The State sales and use tax rate was increased one-quarter percent from 5.5% to 5.75% beginning September 1, 2013 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2014-15**). Prior to this increase, the rate had been 5.5% since July 1, 2005. The sales and use tax is levied uniformly across counties on retail sales of tangible personal property that are not specifically exempt. Retail sales include the rental and storage of tangible personal property, the rental of hotel rooms, and certain specified services including, but not limited to, repair and installation services, data processing, computer, and electronic information services, telecommunication and certain personal care services.

Counties and transit authorities each are authorized to levy permissive sales and use taxes at rates of 0.25% to 1.5% in quarter-percent increments and beginning in Fiscal Year 2019 in one-tenth percent increments. The highest potential aggregate of State and permissive local sales taxes is 8.75% and the highest currently levied in any county is 8%. The State collects the combined state and local tax and returns the local share directly to the counties and transit authorities.

Personal Income Tax

Under recent legislation, State personal income tax rates, applying generally to federal adjusted gross income minus (or plus) adjustments and personal exemptions, were reduced by 8.5% in calendar year 2013, 1.5% in calendar year 2014, and 6.3% in calendar year 2015 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2014-15 and 2016-17**). Recent legislation also established a deduction for pass-through entities and sole proprietorships annual business net income of 75% in tax years 2014 and 2015, and 100% in tax year 2016 and beyond, up to \$250,000 per taxpayer (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2014-15 and 2016-17**). Previously, personal income tax rates were reduced 4.2% annually in each of the years 2005 through 2008 and, after the postponement discussed under **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2010-11** resulted in an aggregate 21% decrease through 2011 from the 2004 rates.

The 2017 personal income tax rates (adjusted for inflation) ranged from \$77.96 plus 1.98% on incomes more than \$10,650 but less than \$16,000, with increasing bracketed base rates and percentages up to a maximum on incomes over \$213,350 of \$8,178 plus 4.997% on the amount over \$213,350.

The Constitution requires 50% of State income tax receipts to be returned to the political subdivisions or school districts in which those receipts originate. There is no present constitutional limit on income tax rates.

Municipalities and school districts, and joint economic development districts and zones, may also levy certain income taxes. Any municipal rate (applying generally to wages and salaries and business net income) over 1%, and any school district income tax (applying generally to the State income tax base for individuals and estates), requires voter approval. Most cities and villages levy a municipal income tax. The highest municipal rate in 2017 was 3%. A school district income tax is currently approved in 184 districts. Each joint economic development district or zone may also levy an income tax (which like municipal income taxes applies generally to wages and salaries and business net income) with the rate of that tax limited to the highest income tax rate of a municipal member of the district or zone). Effective July 1, 2005, there may also be proposed for voter approval municipal income taxes to be shared with school districts, but those taxes may not be levied on the income of nonresidents.

Since 1970 the ratio of Ohio to U.S. aggregate personal income has declined, with Ohio's ranking among the states moving from fifth in 1970 to seventh in 1990, and eighth since 2000. This movement, portrayed below, in significant measure reflects "catching up" by several other states and a trend in Ohio toward more service sector employment.

Personal Income (\$ in Billions)

		<u>U.S.</u>	<u>Ohio</u>	<u>Ohio Percent of U.S.</u>	<u>State Rank*</u>
1970	Total	\$855.1	\$44.1	5.2%	5
	per capita.....	4,196	4,136	98.6	18
1980	Total	2,307.0	107.0	4.6	6
	per capita.....	10,153	9,909	97.6	25
1990	Total	4,890.5	202.8	4.1	7
	per capita.....	19,591	18,669	95.3	21
2000	Total	8,650.3	326.0	3.8	8
	per capita.....	30,657	28,684	93.6	26
2010	Total	12,542.0	423.1	3.4	8
	per capita.....	40,545	36,663	90.4	32
2014	Total	14,983.1	496.5	3.3	8
	per capita.....	47,025	42,826	91.1	29
2015	Total	15,711.6	515.9	3.3	8
	per capita.....	48,940	44,451	90.8	29
2016	Total	16,115.6	525.1	3.3	8
	per capita.....	49,831	45,176	90.7	29
2017	Total	16,820.3	544.8	3.2	8
	per capita.....	51,640	46,732	90.5	29

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

* Excludes District of Columbia.

In addition to personal income, the retail sales base is an important indicator of sales and use tax receipts.

Retail Sales (\$ in Billions)

<u>Fiscal Year</u>	<u>Ohio Retail Sales</u>	<u>U.S. Retail Sales</u>	<u>Ohio Percent of U.S.</u>
1980	\$39.01	\$979.25	4.0%
1990	66.95	1,914.04	3.5
2000	117.72	3,213.82	3.6
2010	134.14	4,170.51	3.2
2015	165.27	5,282.72	3.1
2016	166.56	5,421.57	3.1
2017	171.61	5,628.41	3.0

Source: Calculated by Global Insight based on data from the U.S. Department of Commerce, Bureau of the Census.

Commercial Activity Tax

The State implemented a new commercial activity tax (CAT) on taxable gross receipts in excess of \$1,000,000 from doing business in Ohio phased-in over Fiscal Years 2006 through 2010 until levied at the current rate of 0.26%. Beginning calendar year 2014, the State established a variable minimum tax on the CAT for businesses with taxable gross receipts greater than \$1 million (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2014-15**). The State phased-out over the same general period its corporate franchise tax in equal annual increments over the 2006 through 2010 tax years, except for application to financial institutions and certain affiliates of insurance companies and financial institutions which was replaced with a new financial institutions tax effective tax year 2014 (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2012-13 and 2014-15**). On December 7, 2012, the Ohio Supreme Court upheld the application of the CAT to gross receipts from the sales of motor fuels but ordered that the proceeds of the CAT derived from those gross receipts – estimated by OBM at approximately \$100 million annually – could not in the future be applied to non-highway purposes. Under provisions enacted in the biennial appropriations Act for the 2014-15 biennium, the State phased-out the CAT on the sale of motor vehicle fuel and replaced it with a "motor fuel receipts tax" (MFRT), computed on the basis of gross motor fuel receipts received by in-State suppliers. In accordance with the Ohio Supreme Court's ruling, MFRT receipts are required to be used for highway purposes.

As described further below, the receipts from the CAT are directed in part to make compensating payments to school districts and other local taxing units in connection with the phase-out of the tangible personal property tax in 2006 through 2009. Beginning in Fiscal Year 2012, the State has accelerated the phase-out of compensating payments to school districts and local governments resulting in an increased share of the CAT being deposited into the GRF (see **Property Tax** below and **FISCAL MATTERS – Recent and Current Finances – Recent Biennia – 2014-15 and 2016-17, and Current Biennium**).

Property Tax

The following table lists, for informational purposes only, the non-exempt real and tangible personal property tax base in the State and taxes levied on that base (on a calendar year basis). Only local taxing subdivisions, and not the State, currently tax the real and tangible personal property included in this table. Reported figures for 2017 show that these property taxes represent 3.29% of Ohio personal income.

		<u>Assessed Value^(a)</u>	<u>Percent of True Value^(b)</u>	<u>Taxes Charged</u>
1980	Real ^(c)	\$56,457,842,607	27.1%	\$2,343,384,488 ^(e)
	Tangible ^(d)	15,649,200,844	39.2	765,047,826
	Public Utility ^(c)	8,670,052,613	83.3	411,321,235
1990	Real.....	93,857,482,000	35.0	4,593,147,000 ^(e)
	Tangible ^(d)	18,473,055,000	28.0	1,149,643,000
	Public Utility ^{(c)(f)}	12,934,191,000	88.6	799,396,000
2000	Real.....	167,857,657,350	35.0	8,697,809,112 ^(e)
	Tangible ^(d)	23,298,302,564	25.0	1,720,740,378
	Public Utility ^{(c)(f)}	13,635,709,860	67.0	967,674,709
2010	Real.....	238,264,394,249	35.0	14,486,087,962 ^(e)
	Tangible ^(d)	320,961,400	5.0 ^(b)	18,432,832
	Public Utility ^{(c)(f)}	10,096,712,600 ^(g)	52.9	747,237,219
2014	Real.....	230,378,310,115	35.0	15,465,341,626 ^(e)
	Tangible ^(d)	-0-	-0- ^(b)	-0-
	Public Utility ^{(c)(f)}	12,880,528,010 ^(g)	55.3	1,045,187,750
2015	Real.....	234,225,079,130	35.0	15,676,144,409 ^(e)
	Tangible ^(d)	-0-	-0- ^(b)	-0-
	Public Utility ^{(c)(f)}	14,111,055,940 ^(g)	52.9	1,120,681,300
2016	Real.....	238,100,197,518	35.0	16,170,309,495 ^(e)
	Tangible ^(d)	-0-	-0- ^(b)	-0-
	Public Utility ^{(c)(f)}	15,962,565,444 ^(g)	56.8	1,271,855,503
2017	Real.....	247,070,913,220	35.0	16,591,449,814 ^(e)
	Tangible ^(d)	-0-	-0- ^(b)	-0-
	Public Utility ^{(c)(f)}	16,700,657,510 ^{(g)(h)}	58.7	1,347,897,157

- (a) Increases in assessed value of “Real” are in part products of reappraisals.
 - (b) Regular annual reductions for “Tangible” (except for most public utility tangible) reached 0% in 2009; only telecommunication and telephone personal property was taxable in 2009 and 2010.
 - (c) Includes public utility personal property owned and located within Ohio and railroad real property; excludes public utility real property.
 - (d) Includes machinery, inventories, fixtures; effective tax year 2007 includes telephone company property. Excludes public utility tangible property. Effective tax year 2009 includes only telephone company property.
 - (e) Includes the statutory 10% rollback (12.5% for owner-occupied residences) and elderly/handicapped partial exemption amounts, paid by the State to local taxing entities to compensate for statutory reductions in local tax collections. Effective for tax year 2005 and thereafter, the 10% rollback was eliminated for real property used in business, with exceptions for certain property used in farming or for housing. The 12.5% rollback for owner-occupied residences was eliminated for new voter-approved tax levies (see **FISCAL MATTERS – Recent and Current Finances – Current Biennium**).
 - (f) Beginning in 1990, the true value of most public utility property is based on annual composite allowances that vary according to the type and age of property.
 - (g) Beginning in 2001, the statutory assessment rate for electric and gas utilities decreased from 88% to 25%.
 - (h) The statutory assessment rate for waterworks utilities is 88%, except for certain property first subject to taxation in 2017 is 25%.
- Source: Ohio Department of Taxation.

Under State legislation effective July 1, 2005 and as reflected in the above table, the tangible personal property tax (TPPT) (including that tax on inventories) was phased out over tax years 2006 through 2009, with that tax generally eliminated beginning in tax year 2009. That legislation provided for the State to make replacement distributions to school districts and other local taxing units from revenue generated by the State commercial activity tax (CAT). Distributions were and are generally based on the taxable value of tangible personal property as reported in 2004 and property tax levies in effect for 2005. In Fiscal Year 2012, the State began phasing-out those TPPT replacement payments to schools and local governments with replacement payments to schools reduced by two percent of each district’s total resources in each of Fiscal Years 2012 and 2013 for a total reduction of four percent; and replacement payments to local governments reduced by two

percent of total resources for tax years 2011, 2012, and 2013 for a total reduction of six percent. Replacement payments were then frozen in Fiscal Years 2014 and 2015. The phasing out of these replacement payments resumed beginning in Fiscal Year 2016, with payments to school districts to be reduced in Fiscal Years 2016 and 2017 by between 1% and 2% of each district's total resources with the variance based on district wealth levels, with guarantees in both Fiscal Year 2016 and Fiscal Year 2017 that no district will fall below 100% and 96%, respectively, of its Fiscal Year 2015 total funding level. Fiscal Year 2016 and thereafter replacement payments to other local governments are reduced annually by two percent of their total resources (see **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2016-17**).

Beginning July 2007, the State's homestead exemption program, which takes the form of a credit on local residential real property tax bills, was expanded to allow all senior citizens and disabled Ohioans, regardless of income, to exempt from tax the first \$25,000 of the market value of their home. Previously eligibility was restricted and benefits were tiered based on income. Beginning July 1, 2013, eligibility for new applicants is based on income (see **FISCAL MATTERS – Recent and Current Finances - Recent Biennia – 2014-15**). The total cost of the homestead exemption program in Fiscal Year 2016 was \$454.1 million, in Fiscal Year 2017 was \$446.3 million, and in Fiscal Year 2018 was \$434.7 million.

Property tax relief payments by the State to local subdivisions totaled \$3.59 billion for the 2014-15 biennium, \$3.58 billion for the 2016-17 biennium, and are appropriated at \$3.67 billion for the 2018-19 biennium.

SCHOOLS AND MUNICIPALITIES

Schools

Litigation was commenced in the Ohio courts in 1991 questioning the constitutionality of Ohio's system of school funding and compliance with the constitutional requirement that the State provide a "thorough and efficient system of common schools". On December 11, 2002, the Ohio Supreme Court, in a 4-3 decision on a motion to reconsider its own decision rendered in September 2001, concluded (as it had in its 1997 and 2000 opinions in that litigation) that the State did not comply with that requirement, even after again noting and crediting significant State steps in preceding years.

In its prior decisions, the Ohio Supreme Court stated as general base threshold requirements that every school district have enough funds to operate, an appropriate number of teachers, sound and safe buildings, and equipment sufficient for all students to be afforded an educational opportunity. With particular respect to funding sources, the Court concluded in 1997 and 2000 decisions that property taxes no longer may be the primary means of school funding in Ohio.

On March 4, 2003, the plaintiffs filed with the original trial court a motion to schedule and conduct a conference to address compliance with the orders of the court in that case, the State petitioned the Ohio Supreme Court to issue a writ prohibiting that conference on compliance, and the trial court subsequently petitioned the Ohio Supreme Court for guidance as to the proper course to follow. On May 16, 2003, the Ohio Supreme Court granted that writ and ordered the dismissal of the motion before the trial court. On October 20, 2003, the United States Supreme Court declined to accept the plaintiffs' subsequent petition requesting further review of the case.

In the years following this litigation, the General Assembly has taken steps, including significantly increasing State funding for public schools, as discussed below. In addition, at the November 1999 election, electors approved a constitutional amendment authorizing the issuance of State general obligation debt for school buildings and for higher education facilities (see discussion under **STATE DEBT**). December 2000 legislation also addressed certain mandated programs and reserves, characterized by the plaintiffs and the Court as "unfunded mandates."

Under the financial structure in place before the 2009-10 biennium, Ohio's 613 public school districts and 49 joint vocational school districts received a major portion (but less than 50%) of their operating moneys from State subsidy appropriations (the primary portion of which is known as the Foundation Program) distributed in accordance with statutory formulae that take into account both local needs and local taxing capacity. The Foundation Program amounts have steadily increased in most recent years, including small aggregate increases even in those Fiscal Years in which appropriations cutbacks were imposed.

School districts also rely upon receipts from locally voted taxes. In part because of provisions of some State laws, such as partially limiting the increase (without further vote of the local electorate) in voted property tax collections that would otherwise result from increased assessed valuations, some school districts have experienced varying degrees of difficulty in meeting mandated and discretionary increased costs. Local electorates have largely determined the total moneys available for their schools. Locally elected boards of education and their school administrators are responsible for managing school programs and budgets within statutory requirements.

The State's school subsidy formulas that were used until the 2009-10 biennium were structured to encourage both program quality and local taxing effort. Until the late 1970's, although there were some temporary school closings, most local financial difficulties that arose were successfully resolved by the local districts themselves by some combination of voter approval of additional property tax levies, adjustments in program offerings, or other measures. For more than 20 years, requirements of law and levels of State funding have sufficed to prevent school closings for financial reasons, which in any case are prohibited by current law.

To broaden the potential local tax revenue base, local school districts also may submit for voter approval income taxes on the district income of individuals and estates. Many districts have submitted the question, and income taxes are currently approved in 184 districts.

Biennial school funding State appropriations from the GRF and Lottery Profits Education Fund (but excluding federal and other special revenue funds) for recent biennia were:

- 2008-09 - \$17.2 billion (a 5.1% increase over the previous biennium before the expenditure reductions discussed under **Fiscal Matters – Recent and Current Finances - Recent Biennia - 2008-09**).
- 2010-11 - \$17.0 billion (a 1.6% decrease over the previous biennium. These amounts are exclusive of the \$1.463 billion of appropriations to school districts for the 2010-11 biennium from “Federal Stimulus” funding received under the American Recovery and Reinvestment Act of 2009).
- 2012-13 - \$16.6 billion (a 2.3% decrease over the previous biennium).
- 2014-15 - \$18.3 billion (a 10.5% increase over the previous biennium).
- 2016-17 - \$20.0 billion (a 9.3% increase over the previous biennium).

State appropriations for school funding for the 2018-19 biennium are \$20.7 billion (a 3.5% increase from those appropriations in the previous biennium), representing an increase of 0.7% in Fiscal Year 2018 over Fiscal Year 2017 and an increase of 1.4% in Fiscal Year 2019 over Fiscal Year 2018.

The amount of lottery profits transferred to the Lottery Profits Education Fund (LPEF) totaled \$1.07 billion in Fiscal Year 2016, \$1.04 billion in Fiscal Year 2017, \$1.17 billion in Fiscal Year 2018 and is currently estimated to be \$1.09 billion in Fiscal Year 2019. Ohio participation in the multi-state lottery commenced in May 2002. A constitutional provision requires that net lottery profits be paid into LPEF be used solely for the support of elementary, secondary, vocational and special education purposes, including application to debt service on general obligation bonds to finance common school facilities. The 2010-11 biennial appropriations Act also authorized the implementation of video lottery terminals (VLTs) at Ohio seven horse racing tracks. See **FISCAL MATTERS - Recent and Current Finances – Recent Biennia - 2010-11** for discussion of litigation concluded in the Ohio Supreme Court declaring that the authorization of those VLTs is subject to voter referendum and subsequent withdrawal of that referendum by the committee for the petitioners, and for another case attempting to challenge the VLT authorization in the 2010-11 biennial appropriations Act.

The 2014-15 biennial appropriations Act enacted a new funding formula for the distribution of State funding to local school districts based on a per pupil amount. This per pupil formula is similar to the “Building Blocks” school funding formula in place through Fiscal Year 2009 until its replacement with the “Evidence Based Model” for the 2010-11 biennium. The Evidence Based Model was repealed in July 2011 and a temporary formula was put in place for the 2012-13 biennium that allocated funding to each school district based on the per pupil funding it received for Fiscal Year 2011, adjusted by its share of a statewide per pupil adjustment amount that was indexed by the district's relative tax valuation per pupil.

The 2016-17 biennial appropriations Act modified certain components of the funding formula to distribute new resources to districts with less capacity to raise revenue through local sources. Under the modified formula, the State Department of Education will compute and pay to each school district education aid based

on a per pupil funding amount of \$5,900 in Fiscal Year 2016 and \$6,000 in Fiscal Year 2017, multiplied by each school district's "state share index," which uses a three-year average of adjusted property valuation per pupil and the median income of that school district to calculate the percentage of the per-pupil amount that is to be paid by the State and the amount assumed to be contributed by the school district through local sources. The 2016-17 biennial appropriations Act also supplemented transportation funds for low density districts and continued to provide additional funds for students with exceptional needs, including those with special needs and the disabled, and limited English proficiency, and for economically disadvantaged and gifted students. Funding was also provided based on the number of K-3 students at each school district to be used to help school districts comply with Ohio's 3rd grade reading guarantee. The Act continued funding for the "Straight A Fund" to provide school districts with grants to develop and implement creative and innovative instructional models to inspire learning and student growth.

The current 2018-19 biennial appropriations Act maintains all components of the 2016-17 funding formula with certain minor modifications. School district's education aid continues to be paid based on a per pupil funding amount (increasing to \$6,010 in Fiscal Year 2018 and \$6,020 in Fiscal Year 2019) multiplied by each school district's state share index. The 2018-19 appropriations Act reduces the minimum share of transportation funding to better target school districts with lower capacity to raise revenue locally and increases the multiplier in the formula for computing capacity aid to provide additional aid to low wealth school districts and those with small populations and low property valuation. The Act also modified the calculations for temporary transitional aid and the gain cap to take into account changes in student population. Funding also continues for other education initiatives including Early Childhood Education, EdChoice Expansion Scholarships, and the Community Connectors grant program.

Legislation was enacted in 1996 to address school districts in financial straits. It is similar to that for municipal "fiscal emergencies" and "fiscal watch" discussed below under **Municipalities**, but is particularly tailored to certain school districts and their then-existing or potential fiscal problems. Newer legislation created a third, more preliminary, category of "fiscal caution". A current listing of school districts in fiscal emergency or watch status can be found on the Auditor of State's website at <http://www.auditor.state.oh.us>.

Municipalities

Ohio has a mixture of urban and rural population, with approximately three-quarters urban. There are 932 incorporated cities and villages (municipalities with populations under 5,000) in the State. Five cities have populations of more than 100,000 and 16 cities exceed 50,000 in population.

A 1979 act established procedures for identifying and assisting those few cities and villages experiencing defined "fiscal emergencies." A commission composed of State and local officials, and private sector members experienced in business and finance appointed by the Governor, is to monitor the fiscal affairs of a municipality facing substantial financial problems. That act requires the municipality to develop, subject to approval and monitoring by its commission, a financial plan to eliminate deficits and cure any defaults and otherwise remedy fiscal emergency conditions and to take other actions required under its financial plan. It also provides enhanced protection for the municipality's bonds and notes and, subject to the act's stated standards and controls, permits the State to purchase limited amounts of the municipality's short-term obligations (used only once, in 1980).

As noted in the discussion above under **FISCAL MATTERS – Recent and Current Finances – Recent Biennia - 2008-09 and 2012-13**, the amount of distributions to most local governments, including municipalities, from the several State local government revenue assistance funds have been subject to reductions and other adjustments in several of those recent biennia.

The fiscal emergency legislation has been amended to extend its potential application to counties (88 in the State) and townships. This extension is on an "if and as needed" basis and is not aimed at particularly identified existing fiscal problems of those subdivisions. A current listing of governments in each status can be found on the Auditor of State's website at <http://www.auditor.state.oh.us>.

APPENDIX B

GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES

Glossary

When used in this Official Statement, the following terms shall have the meanings set forth below. The definitions set forth below are qualified in their entirety by reference to the Trust Agreements and the Leases, copies of which are available from the Treasurer and the applicable Trustee and, during the underwriting period, the Underwriters. Use of the singular includes plural and use of the plural includes singular, where applicable.

"Acquisition Premium" means the amortizable bond premium which is issued on Premium Bonds.

"Act" means Chapter 154 of the Revised Code, together with the provisions of any act or resolution of the General Assembly authorizing or limiting the issuance of, or otherwise pertaining to Obligations, as the same may be amended, modified, revised, supplemented or superseded from time to time.

"Additional Bonds" means additional Obligations issued pursuant to a Trust Agreement after the first issuance of Obligations pursuant to that Trust Agreement.

"Additional Rent" means rentals paid by the DAS and the DRC to the Treasurer under their respective Leases in amounts at least adequate to provide for the purposes of the applicable Administrative Service Funds.

"Administrative Bonds" means the \$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery) authorized by the Administrative Series 2019A Order.

"Administrative General Bond Order" means the General Bond Order No. 1-12 issued by the Treasurer on February 28, 2012, as it may be amended, supplemented or superseded from time to time in accordance with the provisions of the Administrative Trust Agreement.

"Administrative Lease" means the Administrative Original Lease Agreement as amended and supplemented from time to time, including as amended and supplemented by the Administrative Series 2019A Supplemental Lease, and unless content or use clearly indicates otherwise, includes all applicable Supplemental Leases.

"Administrative Original Lease Agreement" means the Lease Agreement between the OPFC and the DAS, dated as of March 1, 2012.

"Administrative Original Trust Agreement" means the Trust Agreement between the State, acting by and through the Treasurer, and the Administrative Trustee, dated as of March 1, 2012, authorized in the Administrative General Bond Order.

"Administrative Prior Trust Agreement" means the Trust Agreement dated as of January 15, 1991, as supplemented, between the Authority and The Huntington National Bank, as trustee, providing for the issuance of State of Ohio (Ohio Building Authority) State Facilities Bonds (Administrative Building Fund Projects), as the same was amended or supplemented.

"Administrative Series 2019A Order" means Series Bond Order No. 7-18 issued by the Treasurer on October 30, 2018 providing for the Administrative Bonds.

"Administrative Series 2019A Supplemental Lease" means the Series 2019A Supplemental Lease Agreement dated as of July 1, 2019 between the OPFC and the DAS, amending or supplementing the Administrative Lease.

"Administrative Series 2019A Supplemental Trust Agreement" means the Series 2019A Supplemental Trust Agreement dated July 1, 2019 between the State, acting by and through the Treasurer, and the Administrative Trustee, amending or supplementing the Administrative Trust Agreement, and includes the Administrative Series 2019A Order set forth in it.

"Administrative Service Funds" means the Administrative Service Funds established by the Treasurer in the custody of the Treasurer for the payment of those administrative expenses of the Treasurer identified in the applicable General Bond Order.

"Administrative Trust Agreement" means the Administrative Original Trust Agreement, including the Administrative General Bond Order set forth in it, as the same may be amended, modified or supplemented, including as amended, modified or supplemented by the Administrative Series 2019A Supplemental Trust Agreement, and unless the context indicates otherwise, includes all applicable Supplemental Trust Agreements.

"Administrative Trustee" means the Trustee at the time serving under the Administrative Trust Agreement, originally The Huntington National Bank, Columbus, Ohio, and any successor Trustee as determined or designated pursuant to the Administrative Trust Agreement.

"Adult Correctional Building Fund" means the Adult Correctional Building Fund created in the State treasury pursuant to Revised Code Section 154.24(F) in the custody of the Treasurer.

"Adult Correctional General Bond Order" means the General Bond Order No. 12-12 issued by the Treasurer on May 3, 2012, as it may be amended, supplemented or superseded from time to time in accordance with the provisions of the Adult Correctional Trust Agreement.

"Adult Correctional Lease" means the Adult Correctional Original Lease Agreement as amended and supplemented from time to time, including as amended and supplemented by the Adult Correctional Series 2019A Supplemental Lease, and unless content or use clearly indicates otherwise, includes all applicable Supplemental Leases.

"Adult Correctional Original Lease Agreement" means the Lease Agreement between the OPFC and the DRC, dated as of May 1, 2012.

"Adult Correctional Original Trust Agreement" means the Trust Agreement between the State, acting by and through the Treasurer, and the Adult Correctional Trustee, dated as of May 1, 2012, authorized in the Adult Correctional General Bond Order.

"Adult Correctional Prior Trust Agreement" means the Trust Agreement dated as of June 1, 1991, as supplemented, between the Authority and The Bank of New York Mellon Trust Company, N.A., as successor trustee, providing for the issuance of State of Ohio (Ohio Building Authority) State Facilities Bonds (Adult Correctional Building Fund Projects).

"Adult Correctional Bonds" means the \$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery) authorized by the Adult Correctional Series 2019A Order.

"Adult Correctional Series 2019A Order" means Series Bond Order No. 8-18 issued by the Treasurer on October 30, 2018 providing for the Adult Correctional Bonds.

"Adult Correctional Series 2019A Supplemental Lease" means the Series 2019A Supplemental Lease Agreement dated as of July 1, 2019 between the OPFC and the DRC, amending or supplementing the Adult Correctional Lease.

"Adult Correctional Series 2019A Supplemental Trust Agreement" means the Series 2019A Supplemental Trust Agreement dated July 1, 2019 between the State, acting by and through the Treasurer, and the Adult Correctional Trustee, amending or supplementing the Adult Correctional Trust Agreement, and includes the Adult Correctional Series 2019A Order set forth in it.

"Adult Correctional Trust Agreement" means the Adult Correctional Original Trust Agreement, including the Adult Correctional General Bond Order set forth in it, as the same may be amended, modified or supplemented, including as amended, modified or supplemented by the Adult Correctional Series 2019A Supplemental Trust Agreement, and unless the context indicates otherwise, includes all applicable Supplemental Trust Agreements.

"Adult Correctional Trustee" means the Trustee at the time serving under the Adult Correctional Trust Agreement, originally The Bank of New York Mellon Trust Company, N.A., New Albany, Ohio, and any successor Trustee as determined or designated pursuant to the Adult Correctional Trust Agreement.

"Annual Information" means such financial information provided or caused to be provided by the Treasurer as may be required under the Rule.

"Authenticating Agent" means the applicable Trustee and any other bank, trust company or other person designated as an Authenticating Agent for a series of Obligations by or in accordance with the Trust Agreements, each of which shall be a transfer agent registered in accordance with Section 17A(c) of the Securities Exchange Act of 1934, as amended.

"Authority" means the Ohio Building Authority, a body politic and corporate, duly created and previously existing under and by virtue of Chapter 152 of the Ohio Revised Code.

"Authorized Officer" means any person duly authorized to perform the particular acts or sign the particular documents on behalf of the State or other indicated Person or official. In the case of the Treasurer, it means any officer or employee of the Treasurer authorized by, or pursuant to, a designation or order of the Treasurer to perform the particular act or sign the particular document, and if there is no such authorization means the Treasurer.

"Basic Rent" means rentals paid by each of the DAS and the DRC directly to the Treasurer under their respective Leases in amounts at least adequate to (i) meet the Bond Service Charges on the applicable Obligations, and (ii) establish and maintain any Required Reserve.

"Beneficial Owner" or "beneficial owner" means the owner of a book-entry interest in a Series 2019 Bond held by a Securities Depository in book-entry form.

"Bond" or "Bonds" means any Obligation in the form of a bond, or all of the bonds, or an issue or series of bonds, of the State issued pursuant to the General Bond Orders and any Series Order.

"Bondholder" or "holder" or "Holder" or "holder of Bonds," or "owner," or any similar term means the person in whose name an Obligation is registered, or the holder or owner of Obligations as may otherwise be prescribed by a Series Order.

"Bond Proceedings" means the applicable General Bond Orders, the applicable Trust Agreements, the applicable Series Orders, the applicable Supplemental Trust Agreements, the applicable Leases, the applicable Supplemental Leases, and any other order, resolution, agreement and lease, and amendments of and supplements to the foregoing or any combination of them, authorizing or providing for the terms and conditions applicable to, or providing for the security of, Obligations issued pursuant to the Act.

"Bond Purchase Agreement(s)" means the Bond Purchase Agreement for each series of the Series 2019 Bonds between the Treasurer and the Original Purchaser.

"Bond Registrar" means the Person that keeps and maintains the Register for the Obligations, which shall be the applicable Trustee except as may otherwise be provided pursuant to the applicable Trust Agreement or a Series Order.

"Bond Service Accounts" means the Bond Service Accounts so designated in the Bond Service Funds and created in the General Bond Orders.

"Bond Service Charges" means the principal, Mandatory Sinking Fund Requirements, and interest, and redemption premium, if any, required to be paid by the State on the Obligations. In the case of payment of Bond Service Charges by a Person other than the State pursuant to a Credit Enhancement Facility, "Bond Service Charges" means the payment or reimbursement by the State to the provider of that facility of the amount so paid. In determining Bond Service Charges for a Fiscal Year or any other period, Mandatory Sinking Fund Requirements for that Fiscal Year or period shall be taken into account. With respect to Obligations in the form of notes, the amount of Bond Service Charges on those notes shall be deemed to be the Bond Service Charges for the bonds anticipated by those notes as set forth in the Bond Proceedings applicable to those notes pursuant to Section 154.12 of the Revised Code.

"Bond Service Funds" means, collectively, the administrative facilities bond service trust fund and the adult correctional facilities bond service trust fund, each created by the provisions of Revised Code Section 154.24(E), each in the custody of the Treasurer but separate and apart from and not a part of the State treasury, including the accounts in them provided for in the respective General Bond Orders.

"Bond Service Reserve Account" means a Bond Service Reserve Account that may be established in a Series Order pursuant to the General Bond Orders.

"book-entry form" or "book-entry system" means a form or system under which physical Obligation certificates are issued only to a Securities Depository or its nominee as owner, with the certificated Obligations held by and "immobilized" in the custody of the Securities Depository, and the book-entry system, maintained by and the responsibility of the Securities Depository or others, is the record that identifies and records the transfer of the interests of the owners of book-entry interests in those Obligations.

"book-entry interests" means the interests of the ultimate purchasers of book-entry interests in Obligations issued in book-entry form.

"Capital Facilities" means any capital facilities for the DAS and the DRC for the financing or refinancing of which the Treasurer is authorized to issue Obligations under the Act.

"Code" means the Internal Revenue Code of 1986, as amended.

"Continuing Disclosure Agreements" means each of the Continuing Disclosure Agreements of the Treasurer dated as of July 9, 2019 relating to each series of the Series 2019 Bonds.

"Costs of Capital Facilities" or "Project Costs" means costs of Capital Facilities as set forth in the Act, and the financing of those costs, for the payment of which Obligations may be issued under the Act.

"Cover" means the cover page and the inside cover of this Official Statement.

"Credit Enhancement Facility" or "Credit Enhancement Facilities" means letters of credit, lines of credit, stand-by, contingent, or firm securities purchase agreements, insurance, or surety arrangements, guarantees, and other arrangements that provide for direct or contingent payment of debt charges, for security or additional security in the event of nonpayment or default in respect of securities, or for making payment of debt charges to and at the option and on demand of securities holders or at the option of the issuer or upon certain conditions occurring under put or similar arrangements, or for otherwise supporting the credit or liquidity of the securities, and includes credit, reimbursement, marketing, remarketing, indexing, carrying, interest rate hedge, and subrogation agreements, and other agreements and arrangements for payment and reimbursement of the person providing the credit enhancement facility and the security for that payment and reimbursement, or an arrangement to provide, in whole or in part, a Required Reserve.

"DAC" means Digital Assurance Certification, L.L.C.

"DAS" means the Department of Administrative Services of the State created by Section 121.02 of the Revised Code.

"Delayed Delivery Period" means the period from the date of the Official Statement to the Settlement Date.

"Director" means the Director of the State Office of Budget and Management, or the designee of that official for the purpose.

"Disclosure Dissemination Agent" means DAC.

"Disclosure Dissemination Agreement" means the Disclosure Dissemination Agent Agreement entered into by the State with DAC for the benefit of the holders of the Series 2019 Bonds to provide certain continuing disclosure in accordance with the Rule.

"DRC" means the Department of Rehabilitation and Correction of the State created by Section 121.02 of the Revised Code.

"DTC" or "Depository" means The Depository Trust Company (a limited purpose trust company), New York, New York, its successors and their assigns.

"Earliest Permitted Redemption Date" means, with respect to the Refunded Bonds, the Earliest Permitted Redemption Date shown for the Refunded Bonds under **THE SERIES 2019 BONDS – Sources and Uses of Bond Proceeds**.

"Eligible Investments" means

- (i) Direct obligations of the United States of America;
- (ii) Obligations, whether representing principal and interest or either principal or interest, guaranteed as to payment by the United States of America or to the payment of which the faith of the United States of America is pledged;
- (iii) Obligations issued by any agency or instrumentality of the United States of America which are accepted by the Rating Services for refunding purposes generally to result in the particular refunded obligations being assigned the highest rating of the particular Rating Service;
- (iv) General obligations of the State or of any political subdivision of the State that are rated at one of the two highest letter ratings of a Rating Service;
- (v) Certificates of deposit issued by a national bank located in the State or a bank (as defined in Section 1101.01 of the Revised Code) subject to inspection by the State Superintendent of Banks, which bank has a combined capital and surplus of at least \$100,000,000 in dollars of the United States of America and is rated at least "A" (or its equivalent) by the Rating Services, provided that such certificates of deposit (a) do not exceed in the aggregate 10% of the combined capital, surplus and undivided profits of the issuing bank and (b) shall be in the possession of the Treasurer or that office's agents and shall be (A) continuously and fully insured by the Federal Deposit Insurance Corporation or its successors and (B) to the extent not so insured, continuously and fully secured by securities described in clauses (i) through (iii) above which have a market value (exclusive of any accrued interest) at all times at least equal to the principal amount of the certificates of deposit. The bank issuing a certificate of deposit required to be secured as provided in clause (B) above shall furnish the Treasurer with an undertaking that the aggregate market value of all such pledged securities securing each certificate of deposit will at all times be an amount at least equal to the principal amount of that certificate of deposit, and the Treasurer shall be entitled to rely on each such undertaking;
- (vi) Repurchase agreements, for a period not to exceed 30 days, with any institution described in Section 135.143(A)(4)(a) of the Revised Code that is rated at least "A" (or its equivalent) by the Rating Services, and which agreement is fully and continuously collateralized by securities described in clauses (i) through (iii) above based on the market value of those pledged securities;
- (vii) Any no front end load money market fund (including those for which the applicable Trustee or an affiliate performs services for a fee, whether as custodian, transfer agent, investment advisor or otherwise) that is rated at least "A" (or its equivalent) by the Rating Services, consisting exclusively of obligations described in clauses (i) through (iii) above; and
- (viii) The Treasurer's investment pool provided for in Section 135.45 of the Revised Code.

For purposes of clauses (v) and (vi) above the respective pledged securities are to be in the possession of the Treasurer or that officer's agent, and are to be free and clear of all liens or rights of any third party and in which securities the State is to have a first perfected security interest.

"EMMA" means the MSRB's Electronic Municipal Market Access system.

"Event of Default" means an Event of Default as described in this **APPENDIX B – GLOSSARY AND SUMMARIES OF THE TRUST AGREEMENTS AND THE LEASES - Summary of the Trust Agreements – Events of Default and Remedies**.

"Federal Securities" means: (i) direct obligations of, or obligations representing principal and interest, or principal or interest, the full and timely payment of which is guaranteed by, or to the full and timely payment of which is pledged the faith of, the United States of America; (ii) any certificates or other evidences of direct ownership interest in obligations of the character described in clause (i) or in specified portions of those obligations, including, without limitation, portions consisting solely of the principal of or solely of the interest on those obligations; or (iii) obligations of any state of the United States or any political subdivision of any state of the United States carrying the highest rating category of a Rating Agency, the full payment of principal of and interest and any premium on which are provided for by an irrevocable deposit in trust of the Federal Securities described in clause (i) or (ii), to the extent such investments are permitted by applicable law. With respect to Federal Securities described in clause (ii), the underlying obligations must be, as evidenced by a receipt held by the owner, held in safekeeping on behalf of the owner.

"Financial Institution" means any financial institution or institutions, including without limitation any insurance company, providing a Credit Enhancement Facility in connection with one or more series of Obligations outstanding.

"Fiscal Year" means a period of 12 consecutive months commencing on the first day of July of any year and ending on the last day of June of the following year, or, such other consecutive 12-month period as may by law be established as the fiscal year of the State for general fiscal purposes.

"Fitch" means Fitch Ratings.

"General Assembly" means the body in which the legislative power of the State is vested.

"General Bond Orders" means, together, the Administrative General Bond Order and the Adult Correctional General Bond Order.

"General Revenue Fund" means the State's general revenue fund.

"Improvement Funds" or "Improvement Fund" means, collectively or each of, as applicable, the Administrative Building Fund and the Adult Correctional Building Fund, each created under Section 154.24(F) of the Revised Code.

"Initial Term" means, with respect to the Administrative Lease, the initial term that commenced on March 8, 2012 and ended at twelve o' clock midnight on June 30, 2013, and with respect to the Adult Correctional Lease, the initial term that commenced on May 17, 2012 and ended at twelve o' clock midnight on June 30, 2013.

"Interest Payment Date" means the date(s) on which interest on a particular Obligation is due and payable, whether at maturity, prior redemption or otherwise and, for each series of the Series 2019 Bonds, means each April 1 and October 1, commencing October 1, 2019, while the Series 2019 Bonds are outstanding.

"Lease" means either of the Administrative Lease or the Adult Correctional Lease.

"Leases" means, together, the Administrative Lease and the Adult Correctional Lease.

"mail" or "mailed" or "mailing" means sending by first-class mail, postage prepaid.

"Mandatory Redemption Obligation" or "Mandatory Redemption" or "Mandatory Sinking Fund Redemption" means mandatory prior redemption of Term Bonds pursuant to Mandatory Sinking Fund Requirements.

"Mandatory Sinking Fund Requirements" means amounts required by any Series Order to be deposited to the Bond Service Fund and credited to the Bond Service Account in any Fiscal Year for the purpose, as provided in that Series Order, of retiring, by mandatory prior redemption or other prior retirement, principal maturities of Obligations, which by the terms of the Obligations are due and payable in any subsequent Fiscal Year.

"Moody's" means Moody's Investors Service, Inc.

"MSRB" means the Municipal Securities Rulemaking Board.

"Municipal Advisor" means PFM Financial Advisors LLC.

"Obligated Person" has the meaning given to it in the Rule.

"Obligations" means Bonds, notes, or other evidences of obligation of the State, including any appertaining coupons for interest, issued pursuant to the Act and the applicable Trust Agreement.

"OPFC" means the Ohio Public Facilities Commission, a body corporate and politic, constituting an agency and instrumentality of the State, created by Revised Code Section 151.02.

"Original Purchaser" as to any series of Obligations means the person or persons named in, or in a certificate authorized by, the applicable Series Order as the original purchaser of those Obligations from the State.

"Outstanding Bonds" or "Bonds outstanding" or "outstanding" as applied to particular Obligations, to Obligations of any series or to all Obligations, means, as of any date, the Obligations to which the reference applies and which have been authenticated and delivered, or are then being authenticated and delivered, by the applicable Trustee under the applicable Trust Agreement except:

- (i) Obligations or portions of Obligations cancelled on or prior to that date, or delivered to or acquired by or on behalf of the State for cancellation on or prior to that date, by reason of payment or prior redemption;
- (ii) Obligations, or the portion of Obligations, for the payment, redemption or purchase for cancellation of which sufficient moneys have been deposited prior to that date with the applicable Trustee or Paying Agents (whether upon or prior to the maturity or redemption date of those Obligations), or which are deemed to have been paid or caused to be paid, as provided in the applicable Trust Agreement; provided (a) that if those Obligations are to be redeemed prior to their stated maturity, notice of that redemption has been given to each holder of those Obligations or arrangements satisfactory to the applicable Trustee have been made for giving that notice, or waiver of that notice satisfactory in form to the applicable Trustee has been filed with that Trustee, and (b) that if those Obligations are to be purchased for cancellation, a firm offer for sale stating the price has been received and accepted; and
- (iii) Lost, stolen, mutilated or destroyed Obligations in lieu of which others have been authenticated (or payment when due of which is made without replacement) under the applicable Trust Agreement.

"Paying Agents" means the applicable Trustee and any other banks or trust companies, and the Treasurer of State, designated as the paying agencies or places of payment for Obligations by or pursuant to the applicable Series Order, and their successors designated pursuant to the applicable Trust Agreement.

"Payment Accounts" means, collectively, the trust funds established by the provisions of the respective Supplemental Trust Agreements in the custody of the applicable Trustee for payment on the applicable series of the Series 2019 Bonds.

"Person" means any natural person, firm, corporation, limited liability company, partnership (including, without limitation, general and limited partnerships), joint venture, society, estate, trust, public or governmental body or other entity, and any combination of those persons.

"Pledged Receipts" means:

- (i) All rentals and other revenues and receipts received pursuant to the applicable Lease, excepting only those portions to be deposited to the applicable Administrative Service Funds as provided in the General Bond Orders, and amounts necessary to pay any rebate amount or related amount computed in accordance with Section 148(f) of the Internal Revenue Code and the regulations under that Section;
- (ii) All amounts standing to the credit of the applicable Bond Service Funds including the Bond Service Reserve Accounts (other than sub-accounts in the Bond Service Reserve Accounts which are limited to a certain series of Obligations);
- (iii) Any gifts, grants, donations and pledges, and receipts from those gifts, grants, donations and pledges, available for payment of applicable Bond Service Charges, but excluding any such amounts which under

restrictions imposed as a condition of their receipt are not available for payment of those Bond Service Charges; and

- (iv) Any other "available receipts," as defined in Section 154.24(D) of the Revised Code, which are pledged for the payment of applicable Bond Service Charges by a Series Order.

"Premium Bonds" means any Series 2019 Bonds that are sold to the public at a price greater than the principal amount payable at maturity or earlier call date.

"Principal Payment Date(s)" means the date(s) on which principal is stated to be payable on Obligations at stated maturity or pursuant to Mandatory Sinking Fund Requirements and Mandatory Redemption Obligations and, for the Series 2019 Bonds, as shown on the Cover of the Official Statement.

"Prior Bonds" means the bonds issued pursuant to the Prior Trust Agreements.

"Prior Trust Agreements" means, together, the Administrative Prior Trust Agreement and the Adult Correctional Prior Trust Agreement.

"Project Costs" means costs of the applicable Projects.

"Projects" means those Capital Facilities, or portions of Capital Facilities, the Project Costs of which have been or are to be financed or refinanced by Obligations, and shall include that undivided portion of any Capital Facilities representing the part of Project Costs financed or refinanced by Obligations.

"Rating Service" means any of Fitch, Moody's or S&P or their successors and assigns. If any of these corporations ceases to act as a securities rating agency, the Treasurer may, with the approval of the applicable Trustee, appoint any nationally recognized securities rating agency as a replacement.

"Redemption Price" means, with respect to the Refunded Bonds, 100% of the principal amount of those Refunded Bonds, as shown under **THE SERIES 2019 BONDS – Sources and Uses of Bond Proceeds**.

"Refunded Bonds" means, collectively, the Administrative Refunded Bonds and the Adult Correctional Refunded Bonds shown under **THE SERIES 2019 BONDS – Sources and Uses of Bond Proceeds**.

"Register" means the books kept and maintained by the applicable Bond Registrar for the registration, exchange and transfer of Obligations pursuant to the applicable Trust Agreement.

"Registered Obligations" means fully registered obligations registered as to both principal and interest in the name of the owner or holder.

"Registered Owner" means any Person in whose name an Obligation is registered pursuant to the Bond Proceedings.

"Regular Record Date" means the 15th day of the calendar month immediately preceding the month when an Interest Payment Date on the Obligations occurs.

"Renewal Term" means each successive term of a Lease resulting from the exercise by either of the DAS or the DRC, respectively, of its right to renew the term of its Lease to end at twelve o'clock midnight on the last day of the State's fiscal biennium (June 30th of each odd-numbered year) or until the Treasurer shall have paid and retired, or shall have made due and adequate provision for the payment and retirement of, all applicable Obligations issued by the Treasurer.

"Required Reserve" means any reserve for payment of Bond Service Charges on any Obligations, or series or two or more series or part of a series of Obligations, that may be provided for in the applicable Series Order(s), which Required Reserve may be provided for by deposit of moneys or Eligible Investments in a Special Fund or Account or by a Credit Enhancement Facility or by any combination of the foregoing.

"Revised Code" means the Ohio Revised Code.

"Rule" means U.S. Securities and Exchange Commission Rule 15c2-12.

"S&P" means S&P Global Ratings, a division of S&P Global Inc.

"Securities Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, with its participants or otherwise, a book-entry system to record ownership and effect transfers of book-entry interests in bonds, notes or other evidence of obligations. Securities Depository includes its nominee for the particular purpose.

"Series 2019 Bonds" means, together, the Administrative Bonds and the Adult Correctional Bonds.

"Series 2019A Payment Account" means the Payment Account established by the provisions of the applicable Series Order relating to the Administrative Bonds or Adult Correctional Bonds, as applicable, in the custody of the applicable Trustee for payment on those Administrative Bonds or those Adult Correctional Bonds, as applicable.

"Series Order" means an order or resolution of the Treasurer authorizing the issuance of Obligations in accordance with the General Bond Orders, including the Administrative Series 2019A Order and the Adult Correctional Series 2019A Order, and includes any order, resolution or certificate providing for or evidencing the award and specific terms of Obligations authorized by that Series Order.

"Settlement Date" means July 9, 2019.

"Special Funds" or "Special Funds and Accounts" means the Bond Service Funds and accounts in those Funds to the extent pertaining to the applicable Obligations, and any other funds or accounts, including, without implied limitation, Bond Service Reserve Accounts providing a Required Reserve or funds or accounts relating to a Credit Enhancement Facility, permitted by, established under or identified in the applicable Trust Agreement or a Series Order or applicable Supplemental Trust Agreement.

"State" means the State of Ohio.

"Supplemental Lease" means any Supplemental Lease amending or supplementing any of the Leases as contemplated by the Leases.

"Supplemental Trust Agreement" means any Supplemental Trust Agreement amending or supplementing a Trust Agreement.

"Term Bonds" means those Bonds designated as such and maturing on the date or dates set forth in the applicable Bond Proceedings, bearing interest payable on each Interest Payment Date and subject to Mandatory Redemption pursuant to Mandatory Sinking Fund Requirements.

"34 Act" means the Securities Exchange Act of 1934, as amended.

"39 Act" means the Trust Indenture Act of 1939, as amended.

"33 Act" means the Securities Act of 1933, as amended

"Treasurer" means the State Treasurer of Ohio.

"Trust Agreement" means either of the Administrative Trust Agreement or the Adult Correctional Trust Agreement.

"Trust Agreements" means, together, the Administrative Trust Agreement and the Adult Correctional Trust Agreement.

"Trustees" means, together, the Administrative Trustee and the Adult Correctional Trustee.

"Underwriters" means, collectively, Raymond James & Associates, Inc., Estrada Hinojosa & Company, Inc., The Huntington Investment Company, PNC Capital Markets LLC and Wells Fargo Bank, National Association.

"Updated Official Statement" means the updated Official Statement or supplement to the Official Statement described under **FORWARD DELIVERY OF THE SERIES 2019 BONDS**.

Summary of the Trust Agreements

General

The following, in addition to information contained above under the heading **THE TRUST AGREEMENTS**, summarizes certain provisions of the respective Trust Agreements, to which reference to the full documents is made for their detailed provisions. The General Bond Orders and the Series Orders authorizing the Series 2019 Bonds are incorporated in their entirety in, and constitute part of, each respective Trust Agreement to which they apply and all references in this summary to a Trust Agreement shall, unless specific section references are made, include the applicable General Bond Order and the Series Orders.

So long as the Series 2019 Bonds are immobilized in a book-entry system with a Securities Depository, that Securities Depository or its nominee is for all purposes of the Trust Agreements considered by the Treasurer and the applicable Trustee to be the holder of those Series 2019 Bonds and the book-entry interest owners of the Series 2019 Bonds will not be considered holders of the Series 2019 Bonds and have no rights as holders under the Trust Agreements. (See THE SERIES 2019 BONDS – Registration, Payment and Transfer and APPENDIX C – BOOK-ENTRY SYSTEM; DTC)

Security

Each Trust Agreement provides for a pledge of the applicable Pledged Receipts by the State to the applicable Trustee, for the benefit of the holders of the applicable Obligations. Nothing in the Act, the Trust Agreements or other Bond Proceedings gives the holders of the Obligations, and they do not have, the right to have the General Assembly levy any excises or taxes for the payment of Bond Service Charges. (See **THE BONDS GENERALLY – Security**)

The Adult Correctional Bonds are secured by a pledge of the Pledged Receipts under their applicable Trust Agreement. The Administrative Bonds are secured by a pledge of the Pledged Receipts under their applicable Trust Agreement. Neither series of the Series 2019 Bonds issued pursuant to one of the Trust Agreements is secured by a pledge of Pledged Receipts that secures the other series of the Series 2019 Bonds issued pursuant to the other Trust Agreement. Pledged Receipts consist mainly of the respective rental payments under the respective Leases to which the series of the Series 2019 Bonds relates.

Funds and Accounts

Each Trust Agreement establishes for the applicable series of the Series 2019 Bonds the following funds and accounts to be held in the custody of the Treasurer, separate and apart from and not a part of the State treasury, and used for specific purposes described below: the Bond Service Fund, which includes the Bond Service Account; and the Administrative Service Fund. Each Trust Agreement also establishes a Series 2019A Payment Account to be held by the applicable Trustee and used for the specific purposes described below. In addition, the General Assembly has created the Administrative Building Fund and the Adult Correctional Building Fund (collectively, the "Improvement Funds" and each an "Improvement Fund"), each of which is held by the Treasurer, which may include a separate account for each Project and each series of Obligations. The Improvement Funds are not pledged to the payment of Bond Service Charges on the respective Obligations. In addition, as described below, the Administrative Service Funds are not pledged to the payment of Bond Service Charges on the respective Obligations.

Bond Service Funds. The Act establishes the respective bond service funds, designated the "administrative facilities bond service trust fund" and the "adult correctional facilities bond service trust fund," each in the custody of the Treasurer, separate and apart from and not a part of the State treasury, and provides that all moneys received by or on account of the Treasurer or the OPFC and required by the applicable Bond Proceedings to be deposited, transferred, or credited to such Bond Service Fund, and all other moneys transferred or allocated to or received for the purposes of that Bond Service Fund, shall be deposited with the Treasurer and credited to that Bond Service Fund, subject to the applicable Bond Proceedings, without necessity for any act of appropriation. Each Bond Service Fund is a trust fund pledged to the payment of Bond Service Charges on applicable Obligations to the extent provided in the applicable Bond Proceedings and payment of Bond Service Charges from such Bond Service Fund shall be made or provided for by the Treasurer in accordance with the Bond Proceedings without necessity for any act of appropriation. Pursuant to the Act, it is required that all money received by or on

account of the OPFC from a lessee under the respective Leases will be deposited, transferred or credited to a particular Bond Service Fund, except for Additional Rent which will be deposited, transferred or credited to the applicable Administrative Service Fund. The Treasurer may create accounts within a Bond Service Fund including a Bond Service Account referred to below and one or more payment accounts for the applicable Obligations, like a Series 2019A Payment Account for the Administrative Bonds.

Bond Service Accounts. Each Bond Service Account has been established in the respective Bond Service Funds. There will be deposited in the applicable Bond Service Account: (i) unless otherwise provided in the applicable Series Order, from the proceeds of the sale of Obligations any amounts representing accrued interest and capitalized interest; (ii) all moneys received by the Treasurer under the applicable Lease, excepting the portion of those moneys to be credited to the applicable Administrative Service Fund; and (iii) any grants, gifts, donations, pledges, and the receipts from such grants, gifts, donations and pledges, received by the Treasurer for the purposes of that Bond Service Account or any Required Reserve (there is no Required Reserve for the Series 2019 Bonds) any moneys to be transferred from the applicable Improvement Fund to the applicable Bond Service Account or any Required Reserve or any Special Fund, except the applicable Administrative Service Fund, and any other moneys transferred or allocated to or received for the purposes of that Bond Service Account or any Required Reserve. Each Bond Service Account is pledged to and shall be used except as excess amounts may be transferred pursuant to the applicable General Bond Order, solely for the payment of Bond Service Charges on the applicable Obligations as they fall or become due and payable.

Administrative Service Funds. Each Administrative Service Fund will be used to pay (i) regular and special fees and reimbursement of reasonable expenses of the applicable Trustee, Paying Agents, Authenticating Agents, Bond Registrar, depositories, financial advisers, consultants, attorneys, accountants and others providing services with respect to the authorization, sale, issuance, delivery and servicing of the applicable Obligations, including audits, certifications, and reports provided for in the applicable General Bond Order or any applicable Series Order and (ii) the financing charges, costs of Credit Enhancement Facilities, costs of printing, engraving, advertising, and other expenses in connection with such authorization, sale, issuance, delivery and servicing of the applicable Obligations. Amounts necessary to pay any rebate amount computed in accordance with the requirements of Section 148(f) of the Internal Revenue Code and the related regulations, may also be paid by the Treasurer from the applicable Administrative Service Fund. The Administrative Service Funds are not pledged to the payment of Bond Service Charges on the respective Obligations.

Payment Accounts. Payment Accounts are established in the custody of the respective Trustees. Moneys for the payment of Bond Service Charges on the applicable series of the Series 2019 Bonds transferred by the Treasurer to the applicable Trustee pursuant to the General Bond Orders shall be deposited in the applicable Payment Accounts. The applicable Trustee shall make all payment of Bond Service Charges on the applicable series of the Series 2019 Bonds with moneys on deposit or credited to those applicable Payment Accounts.

Other Special Funds and Accounts. If and to the extent required by any loan or grant agreement or other agreement with the United States of America or the State or any other governmental or public agency providing for any financial assistance, guarantee or insurance in connection with the financing of any Project or in connection with the issuance of Obligations, or by any Credit Enhancement Facility, the Treasurer may, pursuant to the applicable Series Order, create Special Funds and Accounts or sub-accounts in a Bond Service Fund and in a Bond Service Account or other accounts, relating to that Project or its financing or the particular Obligations, and make special provisions, among others, that moneys received under that agreement or instrument be restricted to such Special Funds and Accounts or sub-accounts, and for the holding, investing and disposition of any moneys in Special Funds and Accounts or sub-accounts in accordance with that agreement or instrument and for the primary or exclusive benefit of the applicable Obligations, but all only as and to the extent required by that agreement or instrument. If any Special Funds or Accounts or sub-accounts are so restricted, then the amounts in those Special Funds or Accounts or sub-accounts, to the extent so restricted, shall not be considered to be available for Bond Service Charges on other Obligations in determining the sufficiency of or deposits to the applicable Bond Service Account under the provisions of the applicable General Bond Order with respect to those other Obligations.

Investment of Certain Funds

Moneys in the Improvement Funds will be invested in accordance with State law. Moneys held in the Bond Service Accounts may be invested and reinvested by the Treasurer in any Eligible Investments as provided in the Trust Agreements, provided that investments of moneys in the Bond Service Accounts shall mature or be redeemable at the option of the holder at the times and in the amounts necessary to provide moneys to meet the payment of applicable Bond Service Charges as they fall due. The Treasurer may from time to time sell such investments and reinvest the proceeds in similarly rated Eligible Investments maturing or redeemable as provided above. Any Eligible Investments may be purchased from the applicable

Trustee or its affiliates. Subject to the provisions of the applicable Bond Proceedings, an investment made from moneys credited to the Bond Service Accounts shall constitute part of that Bond Service Account, and that Bond Service Account shall be credited with all proceeds of sale and income from that investment. Those investments shall be valued at the lesser of face amount or market value. Moneys held in an Administrative Service Fund, until required for payments to be made from that Administrative Service Fund, may also be invested in Eligible Investments upon or pursuant to order of the Treasurer.

Additional Bonds

One or more series of Additional Bonds may be issued under each Trust Agreement to pay Costs of Capital Facilities for the purposes described therein and in the Act, and to refund, advance refund, fund or retire Obligations or Prior Bonds. Such Additional Bonds shall be authorized by Series Orders as provided in the General Bond Orders.

The issuance of Additional Bonds under a Trust Agreement is also subject to the following conditions, among others: (i) the State is not in default, and the authentication and delivery of the Additional Bonds will not result in any default, of any of the State's covenants or obligations under that Trust Agreement or the applicable Prior Trust Agreement; (ii) the aggregate outstanding principal amount of those Additional Bonds and any other Obligations outstanding and issued under the Act, will not exceed in aggregate the amount of those particular Obligations that may be issued or outstanding under the Act; (iii) upon such issuance and delivery, the amount in or of any Required Reserve for any Additional Bonds is not less than that Required Reserve; (iv) other requirements provided in the applicable Trust Agreement for the issuance of Additional Bonds have been met; and (v) the applicable Trustee has received (a) a copy, certified by the Treasurer of the Series Order authorizing the issuance and delivery of those Additional Bonds, adopted in conformity with the applicable General Bond Order; (b) an original executed counterpart of the Supplemental Trust Agreement entered into in connection with the issuance of those Additional Bonds; (c) an original executed counterpart of the applicable Supplemental Lease entered into in connection with the issuance of those Additional Bonds; (d) a request and authorization to the applicable Trustee on behalf of the Treasurer, signed by its Authorized Officer, to authenticate and deliver the Additional Bonds to or on the order of the Original Purchaser identified, and upon payment of an amount specified, in that request and authorization; (e) a certificate of an Authorized Officer confirming that conditions (i) through (iv) above are satisfied; (f) the written opinion of legal counsel retained by the Treasurer, or other legal counsel satisfactory to that Trustee, to the effect that documents submitted to the applicable Trustee in connection with that request and authorization comply with the requirements of that Trust Agreement, and that all legal conditions precedent to the issuance of those Additional Bonds as provided in that Trust Agreement have been complied with and a written opinion of bond counsel for or designated by the Treasurer, who may also be the legal counsel referred to above, that those Additional Bonds, when duly executed, authenticated and delivered, will be valid and legal special obligations of the State, by the Treasurer, in accordance with their terms and those Additional Bonds, together with all Obligations then outstanding under that Trust Agreement, will be secured by that Trust Agreement; (g) a certificate of an authorized officer of the State confirming that amounts sufficient to support all rentals estimated to be due under the applicable Lease, or other leases of the DAS and the DRC relating to Prior Bonds, if and to the extent applicable, for the current fiscal biennium have been appropriated to that lessee for the payment of such rentals and that, to the extent that budget requests have been made for the next succeeding fiscal biennium, amounts sufficient to support all rentals estimated to be due under that Lease and any other leases relating to Prior Bonds, if and to the extent applicable, for such biennium have been requested; and (h) any items required by the applicable Supplemental Trust Agreement to be filed with the applicable Trustee before such Additional Bonds are initially authenticated and delivered.

Further Covenants

Certain other covenants of the Treasurer contained in each Trust Agreement are as follows:

Payment. The Treasurer covenants in each Trust Agreement to, from the sources provided in the applicable General Bond Order, pay or cause to be paid the Bond Service Charges on each and all Obligations on the dates, at the places and in the manner provided in the applicable General Bond Order, Bond Proceedings, and Obligations, according to their true intent and meaning.

Maintenance of Pledge. The Treasurer covenants in each Trust Agreement not to make any pledge or assignment of or create or suffer any lien or encumbrance upon the applicable Pledged Receipts prior to or on a parity with the pledge of the Pledged Receipts, except as and if authorized or permitted under, the applicable General Bond Order and that Trust Agreement.

Observance of Covenants. The Treasurer covenants in each Trust Agreement to faithfully observe and perform all agreements, covenants, undertakings, stipulations, and provisions contained in the applicable General Bond Order, that Trust

Agreement, any other applicable Series Order, and any and every outstanding Obligation executed, authenticated and delivered under that Trust Agreement.

Duties Binding on All with Authority; Enforcement by Mandamus. The Treasurer has acknowledged that each provision of the applicable Bond Proceedings is binding upon the officer, board, authority, agency, department, or other person or body as may from time to time have the authority under law to take the actions as may be necessary to perform all or any part of the duty required by the provision. The Treasurer also acknowledged that each duty of the Treasurer and the Treasurer's officers and employees is established as a duty of the Treasurer, and of each officer and employee having authority to perform that duty, specifically enjoined by law resulting from an office, trust or station within the meaning of Section 2731.01 of the Revised Code, providing for enforcement by writ of mandamus.

Annual Reports. The Treasurer will, within 90 days after the end of each Fiscal Year, submit to the applicable Trustee, the Governor and to the General Assembly by delivery to the presiding officers of each house of the General Assembly, an annual report by the Treasurer in the form required by Section 154.05 of the Revised Code.

Events of Default and Remedies

Events of Default. The occurrence of any of the following events is declared to be and to constitute an Event of Default under a Trust Agreement:

- Failure to pay any interest on any applicable Obligation, when and as the same shall have become due and payable;
- Failure to pay the principal of or any redemption premium on any applicable Obligation, when and as the same shall have become due and payable, whether at maturity or by acceleration or call for redemption; or
- Failure to perform or observe duly or punctually any other covenant, condition or agreement contained in the applicable Obligations or that Trust Agreement and to be performed by the State, which failure shall have continued for a period of 60 days after written notice of it to the Treasurer given by the applicable Trustee or the holders of not less than 25% in aggregate outstanding principal amount of affected Obligations.

The Trust Agreements are not cross-defaulted. Holders of Obligations have only those rights and remedies applicable to them under their applicable Trust Agreement. The applicable Trustee shall not be required to take notice, and shall not be deemed to have notice or knowledge, of any Event of Default described in the third bullet above, unless that Trustee is notified specifically of the Event of Default in a written instrument delivered to it by the Treasurer or by the holders of at least 10% of the aggregate outstanding principal amount of Obligations under the applicable Trust Agreement. In the absence of delivery of a notice satisfying those requirements, that Trustee may assume conclusively that there is no Event of Default as described in the third bullet above.

If an Event of Default occurs, the applicable Trustee shall give written notice to the Treasurer within five business days after having knowledge of that Event of Default, and to the Original Purchasers of each series of Obligations then outstanding under that Trust Agreement, to the Bondholders of those applicable Obligations, and to any other applicable Paying Agents and Authenticating Agents within 90 days after having such knowledge, unless the Event of Default has been remedied or cured before the giving of that notice or, in the case of an Event of Default under the third bullet above, the applicable Trustee in good faith determines that the withholding of that notice is in the interests of the Bondholders.

Remedies. Remedies are only available to Bondholders who are holders of Obligations under a Trust Agreement for which there has been a default. The Trust Agreements are not cross defaulted. Remedies are limited to those applicable Pledged Receipts securing the applicable Obligations and not to Pledged Receipts that secure other Obligations issued under a different Trust Agreement. If an Event of Default as described in the first and second bullets above has occurred and is continuing that Trustee shall, and if an Event of Default as described in the third bullet above has occurred and is continuing that Trustee may, and upon the written request of the holders of not less than 25% in aggregate outstanding principal amount of the applicable Obligations shall, proceed in its own name to protect and enforce its rights and the rights of the Bondholders under that Trust Agreement by such of the following remedies as the applicable Trustee, being advised by counsel, shall deem most effective to protect and enforce those rights:

- (i) By mandamus or other suit, action or proceeding at law or in equity enforce all the rights of the Bondholders, including the compelling of the performance of all duties of the Treasurer or governmental agencies under the Bond Proceedings and the enforcement of the payment of those Bond Service Charges;
- (ii) Bring suit upon the applicable Obligations;
- (iii) Enjoin unlawful activities or activities in violation of the rights of the Bondholders under that Trust Agreement;
- (iv) In the case of an Event of Default that is a payment default (described in the first and second bullets above), apply to a court having jurisdiction of the cause to appoint a receiver (which may be the applicable Trustee) to receive and administer the applicable Pledged Receipts, other than those in the custody of the Treasurer, with full power to pay and to provide for payment of Bond Service Charges, and with such powers, subject to the discretion of the court, as are accorded receivers in general equity cases, excluding any power (i) to pledge additional revenues or receipts or other income or moneys of the Treasurer or the State or State agencies to the payment of those Bond Service Charges, and (ii) to take possession, mortgage or cause the sale or otherwise dispose of any Capital Facilities; and
- (v) In the case of an Event of Default that is a payment default (described in the first and second bullet above), by notice in writing to the Treasurer declare the principal of all applicable Obligations then outstanding (if not then due and payable) and any interest accrued on those Obligations to be due and payable immediately, and upon that declaration that principal and interest, shall become and be immediately due and payable.

The provisions of the above subparagraph (v) are subject, however, to the condition that if at any time after principal and interest have been so declared due and payable and prior to the entry of judgment in a court of law or equity for enforcement or the appointment of a receiver under the applicable Trust Agreement all sums payable under the applicable Trust Agreement, except the principal of the applicable Obligations which have not reached their stated maturity dates and which are due and payable solely by reason of such declaration, plus interest (to the extent permitted by law) on any overdue installments of interest at the rate borne by the Obligations in respect of which such Event of Default shall have occurred, shall have been duly paid or provided for by deposit with the applicable Trustee or Paying Agents and all existing defaults thereunder shall have been made good, then and in every such case that payment or provision for payment shall, in and of itself, constitute a waiver of that applicable Event of Default and its consequences and an automatic rescission and annulment of the declaration under the above subparagraph (v). No such waiver, rescission and annulment shall extend to or affect any or impair any rights consequent on a subsequent or other Event of Default.

Enforcement of Rights Under Agreement. Upon the occurrence and continuance of any Event of Default the applicable Trustee may proceed, and upon the written request of the holders of not less than 25% in aggregate outstanding principal amount of the applicable Obligations shall proceed, to protect and enforce its rights and the rights of the Bondholders under that Trust Agreement by such suits, actions or special proceedings in equity or at law, either for the specific performance of any covenant or agreement contained in that Trust Agreement or in the aid or execution of any power granted in that Trust Agreement or for the enforcement of any proper legal or equitable remedy, as the applicable Trustee, being advised by counsel, shall deem most effective to protect and enforce those rights.

In the enforcement of any remedy under the applicable Trust Agreement, that Trustee shall be entitled to sue for, enforce payment of and receive any and all amounts then or during any default becoming due and at any time remaining unpaid on account of principal, interest or otherwise under any of the provisions of the applicable Trust Agreement or of the applicable Obligations, with interest on overdue payments at the rate or rates of interest specified or provided for in those Obligations or the applicable Series Order, together with any and all costs and expenses of collection and of all proceedings under that Trust Agreement and under those Obligations, without prejudice to any other right or remedy of that Trustee or of the applicable Bondholders, and to recover and enforce any judgment or decree against the State or the Treasurer, but solely as provided in that Trust Agreement and in those Obligations, for any portion of such amounts remaining unpaid, with interest, costs and expenses, and to collect (but solely from the applicable Pledged Receipts and the Special Funds and Accounts from which those Obligations are payable) in any manner provided by law, the moneys adjudged or decreed to be payable.

The holders of not less than a majority in aggregate outstanding principal amount of the applicable Obligations shall have the right at any time by an instrument or concurrent instruments in writing executed and delivered to the applicable Trustee, to direct the method and place of conducting any and all remedial proceedings under the applicable Trust Agreement. However, (i) that direction shall not be otherwise than in accordance with the provisions of law or of that Trust Agreement,

(ii) that Trustee shall be indemnified as provided in that Trust Agreement, and (iii) that Trustee shall have the right to decline to follow any such direction which in its opinion would be unjustly prejudicial to applicable Bondholders not parties to that direction.

No remedy by the terms of a Trust Agreement conferred upon or reserved to a Trustee (or to the holders of the Obligations) is intended to be exclusive of any other remedy, but each and every such remedy shall be cumulative and in addition to any other remedy given to the applicable Trustee or to the holders of the Obligations under that Trust Agreement or now or existing in the future.

No delay or omission to exercise any right or power accruing upon any default or Event of Default shall impair any such right or power or shall be construed to be a waiver of or acquiescence in that default or Event of Default. Every such right and power may be exercised from time to time and as often as may be deemed expedient.

On the occurrence of an Event of Default, neither the Treasurer nor the State nor any governmental agency, nor anyone claiming through or under any of them, shall set up, claim, or seek to take advantage of any laws now in force or in force in the future, in order to prevent or hinder the enforcement of a Trust Agreement, but the Treasurer, for the Treasurer and all who claim through or under the Treasurer, and for the State and for any governmental agency, waives, under that Trust Agreement, to the extent it may lawfully do so, the benefit of all such laws to which they or the State or such governmental agency may be entitled.

Waiver of Events of Default

At any time the applicable Trustee may in its discretion waive any Event of Default under a Trust Agreement and its consequences, and rescind any declaration of accelerated maturity of principal and interest, and shall do so upon the written request of the holders of (i) at least a majority in aggregate outstanding principal amount of all the applicable Obligations in respect of which an Event of Default in the payment of Bond Service Charges has occurred, or (ii) at least 25% in aggregate outstanding principal amount of all applicable Obligations in case of any other Event of Default. However, there may not be so waived any Event of Default that is a payment default (described in the first and second bullets under **Summary of the Trust Agreements – Events of Default and Remedies – Events of Default** above), or any such declaration in connection with such an Event of Default rescinded, unless at the time of that waiver or rescission payments of the amounts as provided under **Summary of the Trust Agreements – Events of Default and Remedies – Remedies** above for waiver and automatic rescission in connection with that acceleration have been made or provided for. In case of any such waiver or rescission, the Treasurer, the applicable Trustee and the applicable Bondholders shall be restored to their respective positions and rights under the applicable Trust Agreement. No such waiver or rescission shall extend to or impair any rights consequent on any subsequent or other Event of Default.

Supplemental Trust Agreements

The State and the applicable Trustee, without the consent of or notice to any of the applicable Bondholders, may enter into agreements supplemental to the applicable Trust Agreement as shall not, in the opinion of the Treasurer and that Trustee, be inconsistent with the terms and provisions of that Trust Agreement for any one or more of the following purposes:

- (i) to cure any ambiguity, inconsistency or formal defect or omission in that Trust Agreement;
- (ii) to grant to or confer upon that Trustee for the benefit of those Bondholders any additional rights, remedies, powers or authority that may lawfully be granted to or conferred upon those Bondholders or that Trustee;
- (iii) to subject additional revenues or receipts to the lien and pledge of that Trust Agreement;
- (iv) to add to the State's covenants and agreements contained in that Trust Agreement other covenants and agreements to be observed after such addition for the protection of all or particular Bondholders, or to surrender or limit any right, power or authority reserved to or conferred upon the State in that Trust Agreement, including the limitation of rights of redemption so that in certain instances Obligations of different series will be redeemed in some prescribed relation to one another;
- (v) to evidence any succession to the Treasurer and the assumption by that successor of the Treasurer's covenants and agreements contained in that Trust Agreement and the Obligations;

- (vi) in connection with the issuance of Obligations in accordance with that Trust Agreement, including any and all appropriate provisions relating to the issuance of Additional Bonds in form other than Registered Obligations;
- (vii) to permit compliance with changes in federal or state securities or tax laws or regulations;
- (viii) to permit that Trustee to comply with any obligations imposed upon it by law;
- (ix) to specify further the duties and responsibilities at and to define further the relationship among, that Trustee and any other Authenticating Agent, Bond Registrar or Paying Agent;
- (x) the transfer of Obligations from one Securities Depository to another, and the succession of Securities Depositories, and the withdrawal of Obligations issued to a Securities Depository for holding in a book-entry system and the issuance of replacement Registered Obligations to others than a Securities Depository;
- (xi) to limit the Eligible Investments of moneys in the applicable Bond Service Account as listed in that Trust Agreement, or to add to that list other Eligible Investments. If there be such a Rating Service at the time, the addition of Eligible Investments must be approved for the purpose by each Rating Service that has at the Treasurer's request assigned a rating to, and at the time maintains a rating on, the applicable outstanding Obligations; and
- (xii) in connection with any other amendment to that Trust Agreement which, in the judgment of that Trustee is not to the prejudice of that Trustee or the holders of outstanding Obligations which that amendment may affect.

The provisions of clauses (vii) and (viii) of the preceding paragraph shall not be deemed to constitute a waiver by that Trustee, the Treasurer or any holder of any right which it may have in the absence of those clauses (vii) and (viii) to contest the application of any change in law to that Trust Agreement or those Obligations.

In addition, subject to the terms, provisions and limitations that follow, and not otherwise, the holders of not less than a majority in aggregate of the applicable outstanding principal amount of the Obligations shall have the right, from time to time, anything contained in that Trust Agreement to the contrary notwithstanding, to consent to and approve the execution by the Treasurer and that Trustee of such other agreement or agreements supplemental to the applicable Trust Agreement as may be deemed necessary and desirable by the Treasurer for the purpose of modifying, altering, adding to or rescinding, in any particular, any of the terms or provisions contained in that Trust Agreement. However, nothing in a Trust Agreement shall permit or be construed as permitting:

- (i) an extension of the maturity of the principal of or the interest on any Obligation, or a reduction in the principal amount of or the rate of interest or redemption premium on any Obligation, or a reduction in the amount or extension of the time of any payment required by any Mandatory Sinking Fund Requirements, without the consent of the holder of each Obligation so affected; or
- (ii) a reduction in the aggregate outstanding principal amount of the Obligations required for consent to such Supplemental Trust Agreement without the consent of the applicable holders of all of the Obligations then outstanding.

Where the consent of the applicable holders of the Obligations is required, procedures are established in each Trust Agreement for notice to those holders and for the execution and filing of the requisite consents. Any consent shall be binding upon the holder of the Obligation giving that consent and upon any subsequent holder of that Obligation and of any Obligation issued in exchange for it, whether or not that subsequent holder has notice of the consent. However, the consent may be revoked by the holder of the Obligation who gave the consent if still the holder, or by a subsequent holder of that Obligation, by filing a written revocation with the applicable Trustee prior to the date of execution by that Trustee of the applicable Supplemental Trust Agreement. If the applicable holders of the required percentage in aggregate outstanding principal amount of the Obligations have consented to and approved the execution of the Supplemental Trust Agreement as provided in that Trust Agreement, no holder of any Obligation shall have any right to object to the execution of that Supplemental Trust Agreement, or to object to any of the terms and provisions contained in or the operation of that Supplemental Trust

Agreement, or in any manner to question the propriety of the execution of that Supplemental Trust Agreement or to enjoin or restrain that Trustee or the Treasurer from executing it or from taking any action pursuant to its provisions.

Defeasance

If the State, by the Treasurer, shall pay or cause to be paid, or there shall otherwise be paid, to the holders of the outstanding Obligations all Bond Service Charges due or to become due thereon, and provision shall also be made for paying all other sums payable under the applicable Trust Agreement by the Treasurer, then and in that event that Trust Agreement shall cease, determine and become null and void, and the covenants, agreements and other obligations of the Treasurer under that Trust Agreement shall be discharged and satisfied. Bond Service Charges due or to become due on the applicable outstanding Obligations shall be deemed to have been so paid or caused to be paid if:

- (i) that Trustee and Paying Agents shall hold, in trust for and irrevocably committed to the payment of Bond Service Charges, sufficient moneys; or
- (ii) that Trustee shall hold, in trust for and irrevocably committed to the payment of Bond Service Charges, non-callable Federal Securities certified by a firm of independent certified public accountants of national reputation to be of such maturities and interest payment dates and to bear such interest or other investment income as will be, without further investment or reinvestment of either the principal amount of or the interest earnings from them, sufficient, together with any moneys referred to in (i) above, for the payment, when due, of all applicable Bond Service Charges to the date or respective dates of maturity or redemption, as the case may be; provided, that if any Obligations are to be redeemed prior to their maturity, notice of that redemption shall have been duly given or irrevocable provision reasonably satisfactory to that Trustee shall have been duly made for the giving of that notice.

Non-Presentation of Bonds

If an Obligation is not presented for payment when due in whole or in part, whether at maturity, prior redemption or otherwise, or a check or draft for interest is uncashed, and if moneys for the purpose of paying and sufficient to pay the amount involved have been made available to the applicable Trustee for the benefit of the Bondholder, all liability of the State or the Treasurer to that holder for that payment shall then cease and be discharged completely, and it shall then be the duty of the Paying Agents to hold those moneys in trust, without liability for interest on them, for the exclusive benefit of that holder. Subject to the provisions of the applicable Trust Agreement, that Bondholder (and successive holders of that Obligation) shall, from that time, be restricted exclusively to those moneys for any claim of whatever nature on such holder's part under that Trust Agreement or on or with respect to that amount then due on that Obligation or that check or draft.

Any moneys so held by that Trustee or Paying Agents and remaining unclaimed by the holder (or successive holders) of that Obligation, for a period of three years after the date on which that Obligation became payable as provided above or on which that check or draft was issued, shall be paid to the Treasurer and, from that time, the holder (or successive holders) of that Obligation shall look only to the Treasurer for payment and then only to the amounts so received by the Treasurer without any interest on those amounts, and the Paying Agents and that Trustee shall have no further responsibility with respect to those moneys.

Payments Due on Saturdays, Sundays and Holidays

If any Interest Payment Date or Principal Payment Date (the date of maturity of the principal of any Obligations, or date fixed for redemption of any Obligations) (each referred to below as "the applicable date") is a Saturday or Sunday, or a day on which:

- (i) the applicable Trustee is required, or authorized or not prohibited, by law (including without limitation, executive orders) to close and is closed, then payment of interest, principal, and any redemption premium (each referred to as the "payment") need not be made by that Trustee or any Paying Agent on that date, and that payment shall be made on the next succeeding business day on which that Trustee and the Paying Agent are open for business with the same force and effect as if that payment were made on the applicable date, and no interest shall accrue for the period after that applicable date; or
- (ii) a Paying Agent is required, or authorized or not prohibited, by law (including without limitation, executive orders) to close and is closed, then the payment need not be made by that Paying Agent on that date, and the

payment shall be made on the next succeeding business day on which that Paying Agent is open for business with the same force and effect as if the payment were made on the applicable date, and no interest shall accrue for the period after that applicable date.

If, however, that Trustee is open for business on the applicable date it shall make any payment with respect to interest on outstanding Obligations and principal of and premium on Obligations presented to it for payment, regardless of whether any other Paying Agent is open for business or closed on that date.

Trustees

The Trustee under the Administrative Trust Agreement is The Huntington National Bank. The Trustee under the Adult Correctional Trust Agreement is The Bank of New York Mellon Trust Company, N.A. Each is a national banking association organized and existing under and by virtue of the laws of the United States of America and authorized to exercise corporate trust powers in the State. Each Trustee accepts the trusts imposed upon it by the applicable Trust Agreement, but only upon the terms and conditions set forth in that Trust Agreement. Each Trustee, prior to the occurrence of an Event of Default under the applicable Trust Agreement and after the curing of all Events of Default under that Trust Agreement which may have occurred, undertakes to perform such duties and only such duties as are specifically set forth in the applicable Trust Agreement, and no implied covenants or obligations should be read into a Trust Agreement against either Trustee. If any Event of Default under the applicable Trust Agreement shall have occurred and be continuing, that Trustee shall exercise such of the rights and powers vested in it by that Trust Agreement and shall use the same degree of care as a prudent person would exercise or use in the circumstances in the conduct of such prudent person's own affairs. Before taking action under the provisions of that Trust Agreement related to intervention by that Trustee and default (with the exception of any action required to be taken under that Trust Agreement related to giving notice of an Event of Default), that Trustee may require that a satisfactory indemnity bond be furnished for the reimbursement to it of all reasonable expenses to which it may be put and to protect it against all liability by reason of any action so taken, except liability which is adjudicated to have resulted from its negligence, bad faith or willful misconduct by reason of any action so taken. The permissive right of that Trustee to do things enumerated in that Trust Agreement shall not be construed as a duty and that Trustee shall not be answerable for other than its negligence, bad faith or willful misconduct.

Summary of the Leases

General

Pursuant to the Act, the OPFC may lease Capital Facilities, including a separate lease of the Capital Facilities to each lessee. Accordingly, the OPFC has entered into separate Leases with each of the DAS and the DRC, each a lessee under its respective Lease. The following, in addition to information contained above under **THE LEASES**, summarizes certain provisions of the Leases, to which reference to the complete documents is made for their detailed provisions.

Term of Each Lease

The Initial Term of each Lease, at the time of issuance of the Series 2019 Bonds, is expected to be renewed to expire at twelve o'clock midnight the last day of the State's fiscal biennium, which at that time will be June 30, 2021. The applicable lessee shall have the right to renew the term of its Lease for successive Renewal Terms until the Treasurer shall have paid and retired, or shall have made due and adequate provision for the payment and retirement of, all applicable Obligations issued by the Treasurer. Subject to any change in the method of determining the State's fiscal biennium, or the length of the last Renewal Term, each Renewal Term shall be for the two year period commencing on the day succeeding the expiration of the preceding term and ending on the last day of any fiscal biennium, currently June 30 of every odd-numbered year, upon the same terms as are contained in each respective Lease, unless sooner terminated in accordance with the provisions of that Lease and the applicable Trust Agreement. The applicable lessee shall be deemed to have exercised its right to renew the term of its Lease and its Lease shall be renewed, upon the effectiveness, at or prior to the expiration of the Initial Term or the Renewal Term then in effect, of legislation enacted by the General Assembly appropriating sufficient funds to the applicable lessee for the purpose of paying the rentals required by each Lease during the next succeeding Renewal Term.

Rental Payments and Pledges

Each Lease requires the applicable lessee to pay Basic Rent directly to the Treasurer in amounts at least adequate to meet the Bond Service Charges on the applicable Obligations and establish and maintain any Required Reserve (there is no Required Reserve for any of the Series 2019 Bonds). Each Lease also requires the applicable lessee to pay Additional Rent

directly to the Treasurer in amounts at least adequate to provide for the purposes of the applicable Administrative Service Fund established under the applicable Trust Agreement. The Act requires that all money received by or on account of the OPFC from the applicable lessee under each Lease be deposited, transferred or credited to the applicable Bond Service Fund, except for Additional Rent which shall be deposited, transferred or credited to the applicable Administrative Service Fund. See **Summary of the Trust Agreements – Funds and Accounts** above. The applicable Lease rental payments, other than those deposited in the applicable Administrative Service Fund, are pledged by the Treasurer pursuant to the applicable Trust Agreement for the payment of Bond Service Charges on the applicable Obligations under the applicable Lease, and the OPFC has assigned those rentals to the Treasurer for the purpose.

The applicable lessee may, at its option, make from time to time prepayments of Basic Rent under its Lease to be used, to the extent allowable pursuant to the applicable Trust Agreement, together with any additional deposit of money of the applicable lessee, for the purchase or redemption of applicable Obligations. It is specifically acknowledged that Additional Rent to be paid for the purpose of the applicable Administrative Service Fund in connection with the Series 2019 Bonds may include any sums necessary to pay any rebate amount or related payment on the Series 2019 Bonds which are not paid from other sources.

Except as described below under **Summary of the Leases – Legislative Appropriations**, the obligation of the applicable lessee to pay Basic Rent and Additional Rent under its Lease shall be absolute and unconditional, and such Basic Rent and Additional Rent shall be payable without any rights of termination, set-off, recoupment, deduction, defense or counterclaim it might have against the OPFC, the Treasurer, the applicable Trustee, or any other Person, and without abatement, suspension, deferment, diminution or reduction for any reason or as the result of any occurrence whatsoever, including without limitation, whether the applicable Projects are ever constructed, installed or made ready for occupancy or are ever used or occupied by the applicable lessee or available for use or occupancy by the applicable lessee, any acts or circumstances that may constitute an eviction or constructive eviction, failure of consideration, failure of title or frustration of purpose, any damage to or destruction of a Project, the taking by condemnation, eminent domain or operation of law of title to or the right of temporary use of all or any part of a Project, or the disposal of all or any part of a Project.

Project Substitutions and Alterations; Other Rights and Duties

In addition to other rights and privileges under each Lease, the applicable lessee shall have the privilege from time to time of substituting furnishings, equipment and related property in connection with the applicable Projects, provided that such substitution shall not impair the character of the Projects as Capital Facilities useful to the applicable lessee. Any such substituted property shall become part of the Projects for purposes of each Lease, and the replaced property shall become the property of the applicable lessee. The applicable lessee shall also have the privilege of removing any portion of the Projects without substitution for such removed portion; provided, however, that the removal of such portion will not impair the usefulness of the Projects to the applicable lessee.

The applicable lessee shall, subject to applicable laws, have the right at any time and from time to time, without liability to the OPFC, to make or cause to be made such changes, alterations and additions, structural or otherwise, to any portion of the Projects, as the applicable lessee shall deem necessary or desirable in connection with its use of the Projects. All alterations, additions and improvements to the Projects shall become a part of the Projects. The applicable lessee has other rights and duties under each Lease including the right to grant licenses and leases on the Projects with certain restrictions and such other rights it may have under applicable laws. Likewise, the applicable lessee shall have the duties to keep the Projects in good repair and order, comply with applicable law, and keep the Projects free of liens.

Insurance

The OPFC is not to, and shall not be required to, expend any money or do any acts or take any steps affecting or with respect to the maintenance, preservation, operation, insurance, repair, restoration, reconstruction or protection of any Project or any part of any Project.

The applicable lessee shall maintain, or cause to be maintained, general liability insurance and property insurance, including if applicable builders' risk insurance, in an amount that, at a minimum, covers the full replacement cost of Projects funded, in whole or in part, by the State. Insurance proceeds are not Pledged Receipts.

Reserved Right of Amendment

Notwithstanding any other provision of each Lease, the OPFC and the applicable lessee reserve the right to modify or amend the applicable Lease, including any Supplemental Lease, in a duly authorized signed writing. However, no modification or amendment shall impair or reduce the minimum rental requirements of each Lease.

Legislative Appropriations

It is the understanding and agreement of the parties that the applicable lessee will pay rentals required by each Lease solely from moneys separately appropriated by the General Assembly for the purpose and not from funds received from any Project, and that the agreement of the applicable lessee to pay those rentals during any period for which appropriations may lawfully be made by the General Assembly is effective and binding upon the applicable lessee only when and to the extent that moneys have been appropriated for that purpose and for that period. Under the Ohio Constitution, an appropriation may not be made beyond the fiscal biennium. In addition, each Lease may be renewed only for two-year periods. Accordingly, the applicable lessee is obligated to make rental payments under its Lease only for two-year periods, to the extent moneys have been appropriated and are available.

Annually and on or before the first day of each Fiscal Year, the OPFC will submit, or cause to be submitted, to the applicable lessee a written report, prepared and signed by the Treasurer and confirmed by the Director of the State Office of Budget and Management on behalf of the OPFC, setting forth the rental to become due (subject to the lawful availability of appropriations for that rental) as of each rental payment date as established under Supplemental Leases during the ensuing three Fiscal Years. Prior to the issuance of any applicable Additional Bonds, and upon any determination of the OPFC that a different amount than last reported will be required, the OPFC shall submit, or cause to be submitted, to the applicable lessee a revised report, prepared, signed and confirmed as provided above, setting forth the updated required amount. Each revised report will from its date supersede the next previous report made. The applicable lessee agrees that it will include in its estimated budget and in its certificates and supplemental certificates, as provided in Section 126.02 of the Revised Code, the amounts, at the dates, and for credit to the Special Funds and Accounts, as shown in the reports by the OPFC provided pursuant to each Lease.

Under the terms of each Lease, a failure by the General Assembly to appropriate moneys at least equal to Basic Rent under the applicable Lease, amounts the Treasurer estimates are necessary for Additional Rent and other sums payable under that Lease for the next State fiscal biennium would result in the termination of that Lease at the end of the two-year term then in effect. A Lease will, however, be fully reinstated, as if it had never been terminated, provided the conditions set forth below under **Summary of the Leases – Reinstatement** are met.

The General Assembly may not make appropriations for a period longer than two years. While the Treasurer expects that, for each State fiscal biennium, the General Assembly will appropriate amounts to each applicable lessee sufficient to make its rental payments to the Treasurer under each Lease consistent with the State budget, the General Assembly is not under a legal obligation to make appropriations in accordance with such State budgets for future State fiscal biennia. Accordingly, none of the Treasurer, the OPFC, the DAS or the DRC can make any assurance that appropriations will be made. Failure to appropriate for a particular Lease will not terminate the other Lease. Section 2i of Article VIII of the Ohio Constitution and the Act provide that the Bondholders and book-entry interest owners of the Obligations will have no right to have excises or taxes levied by the General Assembly for the payment of Bond Service Charges on the Obligations.

Remedies

Under each Lease, the OPFC waives, relinquishes and releases any and all rights it may have of re-entry or to take or retake possession of any Project, and covenants and agrees not to exercise any such rights in the event of a failure to make payment of rentals, the occurrence of any other default by the applicable lessee under each Lease, or the termination of each Lease for any reason. **Consequently, the OPFC does not have the remedies generally available to lessors upon default under or termination of a lease and the OPFC, the Treasurer and the applicable Trustee may have no practical remedy to ensure that moneys are available for the payment of Bond Service Charges on the Series 2019 Bonds.**

Termination

If the applicable lessee fails to exercise its right to renew the term of its Lease for any Renewal Term, that Lease will terminate at the end of the Renewal Term then in effect. The applicable lessee will be deemed to exercise its renewal right

upon the effectiveness of legislation enacted by the General Assembly appropriating sufficient funds to the applicable lessee for the purposes of paying rentals under its Lease. In the event of such a termination of its Lease, the obligation of the applicable lessee to make rental payments to provide moneys to pay Bond Service Charges on those applicable Obligations would terminate. Each Lease also terminates upon payment in full of all Obligations outstanding under the applicable Trust Agreement and all obligations of the Treasurer to Financial Institutions providing Credit Enhancement Facilities in connection with the applicable Obligations. Under the Act and the applicable Trust Agreement, the applicable Trustee may not take possession of, or operate, or sell the Projects in the event of a failure to pay Basic Rent or Additional Rent under the applicable Lease or upon any termination of that Lease.

Reinstatement

Notwithstanding any termination of a Lease, if (a) all overdue installments, if any, of interest on outstanding Obligations, all principal of all Obligations then outstanding which have become due and payable otherwise than by acceleration, if any, in accordance with the terms of the applicable Trust Agreement, and all other sums (including, without limitation, all obligations of the Treasurer to Financial Institutions) then payable under or pursuant to that Trust Agreement (except the principal of and the interest on such Obligations which by such acceleration shall have become due and payable) shall have been paid, and such acceleration, if any, shall have been duly rescinded and annulled, and (b) the General Assembly shall have appropriated funds to enable the applicable lessee to pay or provide for the payment of the amounts to be paid under its Lease as set forth in the latest revised report delivered pursuant to the applicable Lease (which shall at least equal the amounts of Basic Rent payable) for the Initial Term or Renewal Term to be reinstated and the observation and performance of all covenants and agreements on the part of the applicable lessee to be observed or performed under its Lease, then that Lease shall be fully reinstated, as if it had never been terminated.

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APPENDIX C

BOOK-ENTRY SYSTEM; DTC

The information set forth in the following numbered paragraphs is based on information provided by The Depository Trust Company in its "Sample Offering Document Language Describing Book-Entry-Only Issuance," Schedule A to Blanket Issuer Letter of Representations (labeled BLOR 06-2013). As such, the State and the Treasurer believe it to be reliable, but take no responsibility for the accuracy or completeness of that information. It has been adapted to the Series 2019 Bonds (the "Bonds") by substituting "Bonds" for "Securities," "Treasurer" for "Issuer" and "Trustee" for "registrar". See also the additional information following those numbered paragraphs.

1. The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Series 2019 Bonds (the "Bonds"). The Bonds will be issued as fully-registered obligations registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each Bond, in the aggregate principal amount of such issue, and will be deposited with DTC.

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of Bond certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

4. To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents.

For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Trustee and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Treasurer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Treasurer or his agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Treasurer or his agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Treasurer or his agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. (Not applicable to the Series 2019 Bonds.)

10. DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the Treasurer or his agent. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

11. The Treasurer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor Securities Depository). In that event, Bond certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Treasurer believes to be reliable, but the Treasurer takes no responsibility for the accuracy thereof.

Direct Participants and Indirect Participants may impose service charges on Beneficial Owners in certain cases. Purchasers of book-entry interests should discuss that possibility with their brokers.

The State, the Treasurer and the Trustee have no role in the purchases, transfers or sales of book-entry interests. The rights of Beneficial Owners to transfer or pledge their interests, and the manner of transferring or pledging those interests, may be subject to applicable state law. Beneficial Owners may want to discuss with their legal advisors the manner of transferring or pledging their book-entry interests.

The State, the Treasurer and the Trustee have no responsibility or liability for any aspects of the records or notices relating to, or payments made on account of, beneficial ownership, or for maintaining, supervising or reviewing any records relating to that ownership.

The State, the Treasurer and the Trustee cannot and do not give any assurances that DTC, Direct Participants, Indirect Participants or others will distribute to the Beneficial Owners payments of debt charges on the Bonds made to DTC as the registered owner, or redemption, if any, or other notices, or that they will do so on a timely basis, or that DTC, Direct Participants or Indirect Participants will serve or act in a manner described in this Official Statement.

For all purposes under the Bond Proceedings (except the Continuing Disclosure Agreement under which others as well as DTC may be considered an owner or holder of the Bonds, see **CONTINUING DISCLOSURE AGREEMENTS**), DTC will be and will be considered by the State, the Treasurer and the Trustee to be the owner or holder of the Bonds.

Beneficial Owners will not receive or have the right to receive physical delivery of Bonds, and, except to the extent they may have rights as Beneficial Owners or holders under the Continuing Disclosure Agreement will not be or be considered by the State, the Treasurer and the Trustee to be, and will not have any rights as, owners or holders of Bonds under the Bond Proceedings.

Reference herein to "DTC" includes when applicable any successor Securities Depository and the nominee of the depository.

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APPENDIX D

FORM OF DELAYED DELIVERY CONTRACT

October 30, 2018

Raymond James & Associates, Inc. 9th Floor
535 Madison Avenue
New York, NY 10022

Re: \$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery) and \$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery) (collectively, the "Bonds")

Ladies and Gentlemen:

The undersigned (the "Purchaser") hereby agrees to purchase from Raymond James & Associates, Inc., Estrada Hinojosa & Company, Inc., PNC Capital Markets LLC, The Huntington Investment Company, or Wells Fargo Bank, National Association (each an "Underwriter"), when, as, and if issued and delivered to the Underwriter by the State Treasurer of Ohio (the "Treasurer"), and Underwriter agrees to sell to the Purchaser:

[\$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery)] or [\$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery)]

Par Amount	Maturity Date	Interest Rate	CUSIP Number	Yield	Price
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of the above-referenced Bonds offered by the Treasurer under the Preliminary Official Statement dated October 19, 2018 (the "Preliminary Official Statement") and the Official Statement relating to the Bonds dated October 30, 2018 (the "Official Statement"), receipt and review of copies of which (including without limitation, the section entitled "FORWARD DELIVERY OF THE SERIES 2019 BONDS" therein) is hereby acknowledged, at the purchase price and with the interest rates, principal amounts, and maturity dates shown above, and on the further terms and conditions set forth in this Delayed Delivery Contract. The Bonds are being purchased by the Underwriter pursuant to forward delivery Bond Purchase Agreements between the Treasurer and the Underwriter (each a "Forward Delivery Bond Purchase Agreement") substantially identical for each series. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Preliminary Official Statement.

The Purchaser hereby purchases and agrees to accept delivery of such Bonds from the Underwriter on or about July 9, 2019 (the "Series 2019 Settlement Date").

Payment for the Bonds, which the Purchaser has agreed to purchase on the Series 2019 Settlement Date, shall be made to the Underwriter or upon its order on the Series 2019 Settlement Date upon delivery to the Purchaser of the Bonds then to be purchased by the Purchaser through the book-entry system of The Depository Trust Company. The Purchaser agrees that in no event shall the Underwriter be responsible or liable for any claim or loss, whether direct or consequential, which the Purchaser may suffer in the event the Treasurer does not for any reason issue and deliver the above-referenced Bonds.

The obligation of the Purchaser to take delivery hereunder shall be unconditional except in the event that between the date of this Delayed Delivery Contract and the Series 2019 Settlement Date and upon written notice from the Underwriter that: (A) the Treasurer has not performed or satisfied the conditions to the obligations of the Underwriter contained in the Forward Delivery Bond Purchase Agreement; (B) the Underwriter shall have exercised the right to terminate the Forward Bond Purchase Agreement as provided for therein, with respect to which termination the Purchaser shall be deemed to have consented; or (C) there shall have been a Change in Law (in the sole judgment of the Underwriter, as defined below) that shall not have been waived by the Underwriter. A "Change in Law" means:

- (i) (A) any change in or addition to applicable federal or state law, whether statutory or as interpreted by

the courts, including any changes in or new rules, regulations or other pronouncements or interpretations by federal or state agencies, (B) any law, rule or regulation enacted by any governmental body, department or agency, or (C) any judgment, ruling or order issued by any court or administrative body, which in each instance (as described in (A) through (C) above) would, (1) legally prohibit the Underwriter (or have the retroactive effect of prohibiting, if enacted, adopted, passed or finalized) from accepting delivery of and paying for the Bonds in accordance with the provisions of the Forward Bond Purchase Agreement or selling the Bonds or beneficial ownership interests therein to bona fide purchasers, or (2) make the sale or issuance and delivery of the Bonds illegal (or have the retroactive effect of making such sale, issuance, or delivery illegal, if enacted, adopted, passed or finalized), or (3) eliminate the exclusion from gross income of interest on the Bonds (or have the retroactive effect of eliminating such exclusion if enacted, adopted, passed, or finalized), or (4) require the Bonds to be registered under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, the applicable Trust Agreements, as heretofore amended and supplemented, or the General Bond Orders or Series Bond Orders of the Treasurer with respect to the Bonds (collectively, the "Bond Orders") to be qualified under the Trust Indenture Act of 1939, as amended (or have the retroactive effect of requiring such registration or qualification if enacted, passed, finalized, or adopted); provided, however, that such change in or addition to law, legislation, rule or regulation, or judgment, ruling or order shall have become effective, been enacted or been issued, as the case may be, subsequent to the date of execution of the Forward Bond Purchase Agreement; or

(ii) a stop order, ruling, regulation, or official statement by the Securities and Exchange Commission or any other governmental agency having jurisdiction of the subject matter shall have been issued or made or any other event occurs, the effect of which is that the issuance, offering, or sale of the Bonds, or the issuance of the Bond Orders is or would be in violation of any provision of the federal securities laws, including the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or the Trust Indenture Act of 1939, as amended.

The Purchaser acknowledges and agrees that the Bonds are being sold on a "forward" or "delayed delivery" basis for delivery on the Series 2019 Settlement Date and that the Purchaser is obligated to take up and pay for the Bonds on the Series 2019 Settlement Date unless one of the events described above shall have occurred and not been waived by the Underwriter. The Purchaser acknowledges that it will not be able to withdraw its order as described herein, and will not otherwise be excused from performance of its obligations to take up and pay for the Bonds on the Series 2019 Settlement Date because of market or credit changes, including specifically, but not limited to (a) changes in the ratings assigned to the Bonds between the date of this Delayed Purchase Contract and the Series 2019 Settlement Date or changes in the credit associated with the Bonds generally, and (b) changes in the financial condition, operations, performance, properties or prospects of the State of Ohio from the date hereof to the Series 2019 Settlement Date. The Purchaser acknowledges and agrees that it will remain obligated to purchase the Bonds in accordance with the terms hereof, even if the Purchaser decides to sell such Bonds following the date hereof, unless the Purchaser sells such Bonds to another financial institution with the prior written consent of the Underwriter and such financial institution provides a written acknowledgment of confirmation of purchase order and a delayed delivery contract in the same respective forms as that executed by the Purchaser.

The Purchaser represents and warrants that, as of the date of this Delayed Delivery Contract, the Purchaser is not prohibited from purchasing the Bonds hereby agreed to be purchased by it under the laws of the jurisdiction to which the Purchaser is subject.

This Delayed Delivery Contract will inure to the benefit of, and be binding upon, the parties hereto and their respective successors, but will not be assignable by either party without the prior written consent of the other.

The Purchaser acknowledges that the Underwriter is entering into an agreement with the Treasurer to purchase the Bonds in reliance in part on the performance by the Purchaser of its obligations hereunder.

The Purchaser agrees that it will at all times satisfy the minimum initial and maintenance margin requirements of Regulation T of the Board of Governors of the Federal Reserve System, Rule 431 of the New York Governors of the Federal Reserve System, Rule 4210 of the Financial Industry Regulatory Authority, and any other margin regulations applicable to the Underwriter.

This Delayed Delivery Contract may be executed by either of the parties hereto in any number of counterparts, each of which shall be deemed to be an original, but all such counterparts shall together constitute one and the same instrument.

It is understood that the acceptance by the Underwriter of any Delayed Delivery Contract (including this one) is in the Underwriter's sole and unfettered discretion and that, without limiting the foregoing, acceptances of such contracts need not be on a first-come, first-served basis. If this Delayed Delivery Contract is acceptable to the Underwriter, it is requested that the Underwriter sign the form of acceptance below and mail or deliver one of the counterparts hereof to the Purchaser at its address set forth below. This will become a binding contract between the Underwriter and the Purchaser when such counterpart is so mailed or delivered by the Underwriter. This Delayed Delivery Contract does not constitute a customer confirmation pursuant to Rule G-15 of the Municipal Securities Rulemaking Board.

The Treasurer shall be deemed a third party beneficiary of this Delayed Delivery Contract.

This Delayed Delivery Contract shall be construed and administered under the laws of the State of Ohio.

[NAME OF PURCHASER]

Address

Telephone

By: _____

Name: _____

Title: _____

Accepted:

Name: _____

Title: _____

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EXHIBIT A

PROPOSED TEXT OF BOND COUNSEL LEGAL OPINIONS

\$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery)

We have examined the transcript of proceedings relating to the issuance by the State Treasurer of Ohio (the "Treasurer"), on behalf of the State of Ohio (the "State"), of the \$25,935,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Administrative Building Fund Projects) (Forward Delivery) (the "Series 2019A Bonds"), for the purpose of refunding bonds previously issued to provide moneys to pay costs of capital facilities to be leased to the Department of Administrative Services of the State of Ohio (the "DAS"). The transcript includes conformed or executed counterparts of the Trust Agreement dated as of March 1, 2012 (the "Trust Agreement") between the State, acting by and through the Treasurer, and The Huntington National Bank, as trustee (the "Trustee"), including in it General Bond Order No. 1-12 of the Treasurer dated February 28, 2012, the Series 2019A Supplemental Trust Agreement dated as of July 1, 2019 (the "Series 2019A Supplemental Trust Agreement") between the State, acting by and through the Treasurer, and the Trustee, including in it Series Order No. 7-18 of the Treasurer dated October 30, 2018, the Lease Agreement dated as of March 1, 2012 (the "Lease Agreement") between the Ohio Public Facilities Commission ("OPFC") and the DAS, and the Series 2019A Supplemental Lease Agreement dated as of July 1, 2019 (the "Series 2019A Supplemental Lease Agreement") between OPFC and the DAS. We have also examined a conformed copy of a signed and authenticated Series 2019A Bond of the first maturity.

The Series 2019A Bonds are issued under and pursuant to Section 2i of Article VIII of the Ohio Constitution, Chapter 154 of the Ohio Revised Code and other authorizations by the Ohio General Assembly (the "General Assembly"), the Trust Agreement and the Series 2019A Supplemental Trust Agreement.

Based on this examination we are of the opinion that, under existing law:

1. The Series 2019A Bonds are valid and legally binding special obligations of the State in accordance with their terms and provisions; the principal of and interest on the Series 2019A Bonds, together with the principal of and interest on other Obligations (as defined in the Trust Agreement) previously or hereafter issued and outstanding pursuant to the Trust Agreement (collectively with the Series 2019A Bonds, the "Bonds"), are payable from and secured by a pledge of the Bond Service Account in the Bond Service Fund (the "Bond Service Fund") established by and as provided in the Trust Agreement and Section 154.24 of the Ohio Revised Code and the payments received by such Bond Service Account under the Lease Agreement and supplemental agreements to it constitute "Pledged Receipts" as defined in and subject to the provisions of the Trust Agreement. The Series 2019A Bonds are not otherwise secured and the owners of the Series 2019A Bonds are given no right to have any excises or taxes levied by the General Assembly for the payment of principal or interest.
2. The Trust Agreement and the Series 2019A Supplemental Trust Agreement have been duly authorized, executed and delivered by the Treasurer and constitute legal, valid and binding obligations of the State enforceable in accordance with their terms.
3. The Lease Agreement and Series 2019A Supplemental Lease Agreement have been duly made and entered into by the OPFC and the DAS and are legal and valid contractual obligations of the parties in accordance with their terms; pursuant to the Lease Agreement, the DAS has agreed to pay rentals directly to the Treasurer at least adequate to meet, among other requirements, the principal and interest and any call premium and mandatory sinking fund requirements (the "Bond Service Charges") on all Bonds; pursuant thereto, those rentals are to be paid by the DAS from funds appropriated to the DAS for that purpose by the General Assembly, and the agreement of the DAS to pay those rentals during any two-year period for which appropriations may lawfully be made by the General Assembly is effective and binding upon the DAS only when and to the extent that funds have been appropriated and are available for that purpose and for that period; and the General Assembly is not at any time obligated to make appropriations to pay those rentals.
4. The interest on the Series 2019A Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax under the Internal Revenue Code of 1986, as amended. The opinion set forth in the preceding sentence is subject to the

condition that the Treasurer, the DAS and the State comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Series 2019A Bonds in order that the interest thereon be, and continue to be, excludable from gross income for federal income tax purposes.

5. The Series 2019A Bonds, the transfer thereof, and the income therefrom, including any profit made on the sale thereof, are free from taxation within the State, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax.

We express no other opinion as to the federal or state tax consequences regarding the Series 2019A Bonds.

In giving the opinions contained herein with respect to the treatment of the Series 2019A Bonds under federal tax laws, we have assumed compliance with and the accuracy of, and have relied upon, the covenants, representations and certifications in the Transcript. We have not independently verified the accuracy of those representations and certifications. The accuracy of those representations and certifications, and the compliance with those covenants may be necessary for the interest on the Series 2019A Bonds to be and to remain excludable from gross income for federal income tax purposes. Failure to comply with certain of those covenants subsequent to issuance of the Series 2019A Bonds could cause the interest on the Series 2019A Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Series 2019A Bonds.

Under the Internal Revenue Code of 1986, as amended, and interest on the Series 2019A Bonds may be subject to a branch profits tax imposed on certain foreign corporations doing business in the United States and to a tax imposed on excess net passive income of certain S corporations.

We have assumed for purposes of this opinion the due authorization, execution and delivery by, and the binding effect upon and enforceability against, the Trustee of the Trust Agreement and the Series 2019A Supplemental Trust Agreement. Please be advised that the rights of the owners of the Series 2019A Bonds and the enforceability of the Series 2019A Bonds, Trust Agreement, the Series 2019A Supplemental Trust Agreement, the Lease Agreement and the Series 2019A Supplemental Lease Agreement are limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally heretofore or hereafter enacted, general principles of equity, whether considered at law or in equity, governing specific performance, injunctive relief and other equitable remedies, and the exercise of judicial discretion in appropriate cases.

The opinions expressed herein are given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur. We bring to your attention the fact that our legal opinions are an expression of our professional judgment and are not a guarantee of a result.

Respectfully submitted,

PROPOSED TEXT OF BOND COUNSEL LEGAL OPINION

\$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery)

We have examined the transcript of proceedings relating to the issuance by the State Treasurer of Ohio (the "Treasurer"), on behalf of the State of Ohio (the "State"), of the \$25,350,000 State of Ohio (Treasurer of State) Capital Facilities Lease-Appropriation Refunding Bonds, Series 2019A (Adult Correctional Building Fund Projects) (Forward Delivery) (the "Series 2019A Bonds"), for the refunding bonds previously issued to provide moneys to pay costs of capital facilities to be leased to the Department of Rehabilitation and Correction of the State of Ohio (the "DRC"). The transcript includes conformed or executed counterparts of the Trust Agreement dated as of May 1, 2012 (the "Trust Agreement") between the State, acting by and through the Treasurer, and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), including in it General Bond Order No. 12-12 of the Treasurer dated May 3, 2012, the Series 2019A Supplemental Trust Agreement dated as of July 1, 2019 (the "Series 2019A Supplemental Trust Agreement") between the State, acting by and through the Treasurer, and the Trustee, including in it Series Order No. 8-18 of the Treasurer dated October 30, 2018, the Lease Agreement dated as of May 1, 2012 (the "Lease Agreement") between the Ohio Public Facilities Commission ("OPFC") and the DRC, and the Series 2019A Supplemental Lease Agreement dated as of July 1, 2019 (the "Series 2019A Supplemental Lease Agreement") between OPFC and the DRC. We have also examined a conformed copy of a signed and authenticated Series 2019A Bond of the first maturity.

The Series 2019A Bonds are issued under and pursuant to Section 2i of Article VIII of the Ohio Constitution, Chapter 154 of the Ohio Revised Code and other authorizations by the Ohio General Assembly (the "General Assembly"), the Trust Agreement and the Series 2019A Supplemental Trust Agreement.

Based on this examination we are of the opinion that, under existing law:

1. The Series 2019A Bonds are valid and legally binding special obligations of the State in accordance with their terms and provisions; the principal of and interest on the Series 2019A Bonds, together with the principal of and interest on other Obligations (as defined in the Trust Agreement) previously or hereafter issued and outstanding pursuant to the Trust Agreement (collectively with the Series 2019A Bonds, the "Bonds"), are payable from and secured by a pledge of the Bond Service Account in the Bond Service Fund (the "Bond Service Fund") established by and as provided in the Trust Agreement and Section 154.24 of the Ohio Revised Code and the payments received by such Bond Service Account under the Lease Agreement and supplemental agreements to it constitute "Pledged Receipts" as defined in and subject to the provisions of the Trust Agreement. The Series 2019A Bonds are not otherwise secured and the owners of the Series 2019A Bonds are given no right to have any excises or taxes levied by the General Assembly for the payment of principal or interest.
2. The Trust Agreement and the Series 2019A Supplemental Trust Agreement have been duly authorized, executed and delivered by the Treasurer and constitute legal, valid and binding obligations of the State enforceable in accordance with their terms.
3. The Lease Agreement and Series 2019A Supplemental Lease Agreement have been duly made and entered into by the OPFC and the DRC and are legal and valid contractual obligations of the parties in accordance with their terms; pursuant to the Lease Agreement, the DRC has agreed to pay rentals directly to the Treasurer at least adequate to meet, among other requirements, the principal and interest and any call premium and mandatory sinking fund requirements (the "Bond Service Charges") on all Bonds; pursuant thereto, those rentals are to be paid by the DRC from funds appropriated to the DRC for that purpose by the General Assembly, and the agreement of the DRC to pay those rentals during any two-year period for which appropriations may lawfully be made by the General Assembly is effective and binding upon the DRC only when and to the extent that funds have been appropriated and are available for that purpose and for that period; and the General Assembly is not at any time obligated to make appropriations to pay those rentals.
4. The interest on the Series 2019A Bonds is excludable from gross income for federal income tax purposes, and is not an item of tax preference for purposes of the federal alternative minimum tax under the Internal Revenue Code of 1986, as amended. The opinion set forth in the preceding sentence is subject to the condition that the Treasurer, the DRC and the State comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Series 2019A Bonds in

order that the interest thereon be, and continue to be, excludable from gross income for federal income tax purposes.

5. The Series 2019A Bonds, the transfer thereof, and the income therefrom, including any profit made on the sale thereof, are free from taxation within the State, except the estate tax, the domestic insurance company tax, the dealers in intangibles tax, the tax levied on the basis of the total equity capital of financial institutions, and the net worth base of the corporate franchise tax.

We express no other opinion as to the federal or state tax consequences regarding the Series 2019A Bonds.

In giving the opinions contained herein with respect to the treatment of the Series 2019A Bonds under federal tax laws, we have assumed compliance with and the accuracy of, and have relied upon, the covenants, representations and certifications in the Transcript. We have not independently verified the accuracy of those representations and certifications. The accuracy of those representations and certifications, and the compliance with those covenants may be necessary for the interest on the Series 2019A Bonds to be and to remain excludable from gross income for federal income tax purposes. Failure to comply with certain of those covenants subsequent to issuance of the Series 2019A Bonds could cause the interest on the Series 2019A Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Series 2019A Bonds.

Under the Internal Revenue Code of 1986, as amended, interest on the Series 2019A Bonds may be subject to a branch profits tax imposed on certain foreign corporations doing business in the United States and to a tax imposed on excess net passive income of certain S corporations.

We have assumed for purposes of this opinion the due authorization, execution and delivery by, and the binding effect upon and enforceability against, the Trustee of the Trust Agreement and the Series 2019A Supplemental Trust Agreement. Please be advised that the rights of the owners of the Series 2019A Bonds and the enforceability of the Series 2019A Bonds, Trust Agreement, the Series 2019A Supplemental Trust Agreement, the Lease Agreement and the Series 2019A Supplemental Lease Agreement are limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally heretofore or hereafter enacted, general principles of equity, whether considered at law or in equity, governing specific performance, injunctive relief and other equitable remedies, and the exercise of judicial discretion in appropriate cases.

The opinions expressed herein are given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur. We bring to your attention the fact that our legal opinions are an expression of our professional judgment and are not a guarantee of a result.

Respectfully submitted,