

RESOLUTION 05-2021

The Board of Township Trustees of the Township of Danbury, Ohio, County of Ottawa, State of Ohio, met in regular session at DANBURY TWP. HALL at 6 pm on March 24, 2021, with the following members present: Trustee: HIRT, Trustee: ROZAK Trustee: DRESS

Trustee ROZAK moved the adoption of the following Resolution and Trustee DRESS seconded the motion.

A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF \$5,038,500 AGGREGATE PRINCIPAL AMOUNT OF BONDS TO PAY A PORTION OF THE COSTS OF CONSTRUCTING, FURNISHING AND EQUIPPING FIRE STATION IMPROVEMENTS AND RELATED APPURTENANCES AND IMPROVEMENTS

BE IT RESOLVED by the Board of Township Trustees of the Township of Danbury, County of Ottawa, State of Ohio, that:

Section 1. It is necessary to issue bonds of this Township in the aggregate principal amount of \$5,038,500 (the Bonds) to pay a portion of the costs of constructing, furnishing and equipping fire station improvements and related appurtenances and improvements.

Section 2. The Bonds shall be issued in fully registered form as typewritten Bonds, and there shall be one Bond for each maturity; provided that, upon request of the original purchaser, the Bonds may be represented by a single Bond. The Bonds shall be numbered as determined by the Fiscal Officer or any member of this Board of Trustees (each an Authorized Officer) and shall be dated as of their date of issuance. The Bonds shall bear interest at a rate of 2.17% per year (computed on a 360-day per year basis). Interest on the Bonds shall be payable on June 1 and December 1 of each year (the Interest Payment Dates), commencing on the date set forth by an Authorized Officer in the certificate awarding the Bonds (the Certificate of Award) as determined to be in the best interest and financial advantages of the Township, until the principal amount is paid or provided for. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date. The Bonds shall mature in principal amounts such that payments of principal and interest are substantially equal, with such principal amounts being payable on December 1 in each of the years 2021 through and including 2035 (the Principal Payment Dates); provided that, the principal amount of the Bonds maturing on a Principal Payment Date or other initial Principal Payment Date may be otherwise set forth in the Certificate of Award by an Authorized Officer if determined to be in the best interest and financial advantages of the Township; and provided further that, the amount of principal payments and interest payments on the Bonds in any fiscal year in which principal is payable shall not be more than three times the amount of those payments in any other fiscal year. The final maturity date, the Interest Payment Dates and/or the Principal Payment Dates may also be otherwise fixed in the Certificate of Award so long as the maximum maturity of the Bonds shall not exceed the maximum allowable by law and payments of principal and interest do not occur less frequently than on an annual basis and such payments otherwise meet the parameters set forth herein.

Section 3. The Bonds shall be signed by at least two members of the Board of Trustees and attested to by the Fiscal Officer, in the name of the Township and in their official capacities; provided that, any or all of those signatures may be a facsimile. The Bonds shall not have coupons attached, shall be numbered as determined by an Authorized Officer and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to Section 505.37(D) of the Revised Code and this Resolution. No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar (as defined below) as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, this Resolution.

The Fiscal Officer of this Township is appointed to act as authenticating agent, bond registrar, transfer agent and paying agent (the Bond Registrar) unless otherwise determined in the Certificate of Award to be necessary to appoint a financial institution to act as Bond Registrar. The Fiscal Officer may resign as Bond Registrar or may be removed by this Board at any time after the Board has appointed a financial institution to succeed the Fiscal Officer.

So long as any of the Bonds remain outstanding, the Board will cause the Bond Registrar to maintain and keep at its office all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the Bond Register). The person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute owner of that Bond for all purposes of this Resolution. Payment of or on account of the debt charges on any Bond shall be made only to or upon the order of that person; the Township and the Bond Registrar shall not be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the Township's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

Any Bond may be exchanged for Bonds of any authorized denomination upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at the office of the Bond Registrar together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the owner equal in the aggregate to the principal amount of the Bond or Bonds surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the Township are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the Township. In all cases of Bonds exchanged or transferred, the Township shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner, except that the Township and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The Township or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the Township, evidencing the same debt, and entitled to the same security and benefit under this resolution, as the Bonds surrendered upon that exchange or transfer.

Any Bond surrendered to the Bond Registrar pursuant to this Resolution for purposes of payment or retirement, or for exchange, replacement or transfer, shall be cancelled by the Bond Registrar. The cancelled Bonds shall be retained for a period of seven years and then destroyed by the Bond Registrar.

Section 4. The debt charges on the Bonds shall be payable in lawful money of the United States of America without deduction for services of the Bond Registrar as paying agent. Principal shall be payable when due at the office of the Bond Registrar. Interest shall be paid on each applicable Interest Payment Date by check or draft mailed by the Bond Registrar to the person in whose name the Bond was registered, and to that person's address appearing on the Bond Register at the close of business of the 15th day of the calendar month next preceding that Interest Payment Date. If a single Bond is issued, principal and interest shall be paid upon presentation of the Bond for proper endorsement of such payments. If agreed to by the original purchaser and upon the terms agreed to by the original purchase, the Bonds shall be prepayable at the option of the Township. Prepayment prior to maturity shall be made by deposit with the Bond Registrar of the principal amount of the Bonds together with interest accrued thereon to the date of prepayment. The Township's right of prepayment shall be exercised by mailing a notice of prepayment, stating the date of prepayment and the name and address of the Bond Registrar, by certified or registered mail to the original purchaser of the Bonds not less than seven days

laws, including, without limitation thereto, any of the elections provided for in Section 148(f)(4)(C) of the Code or available under Section 148 of the Code or any declarations of official intent on behalf of the Township in connection with any reimbursement expenditures, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments of penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the Township, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the Township, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the Township regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

The Bonds are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. In that connection, the Township hereby represents and covenants that it, together with all of its subordinate entities or entities which issue obligations on its behalf, or on behalf of which it issues obligations, in or during the calendar year in which the Bonds are issued (i) have not issued and will not issue tax-exempt obligations designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code, including the Bonds, in an aggregate amount in excess of \$10,000,000; and (ii) have not issued, do not reasonably anticipate issuing, and will not issue, tax-exempt obligations (including the Bonds, but excluding obligations, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code, that are private activity bonds as defined in Section 141 of the Code and excluding refunding obligations that are not advance refunding obligations as defined in Section 149(d)(5) of the Code) in an aggregate amount exceeding \$10,000,000, unless the Township first obtains a written opinion of nationally recognized bond counsel that such designation or issuance, as applicable, will not adversely affect the status of the Bonds as "qualified tax-exempt obligations". Further, the Township represents and covenants that, during any time or in any manner as might affect the status of the Bonds as "qualified tax-exempt obligations," it has not formed or participated in the formation of, or benefited from or availed itself of, any entity in order to avoid the purposes of subparagraph (C) or (D) of Section 265(b)(3) of the Code, and will not form, participate in the formation of, or benefit from or avail itself of, any such entity. The Township further represents that the Bonds are not being issued as part of a direct or indirect composite issue that combines issues or lots of tax-exempt obligations of different issuers.

Section 9. The Fiscal Officer is directed to deliver a certified copy of this Resolution and the Certificate of Award to the County Auditor.

Section 10. This Board hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Board, and that all the deliberations of this Board and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code;

Section 11. This Board determines that all acts and conditions necessary to be done or performed by the Township or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the Township, pursuant to Chapter 505 of the Revised Code have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; that the full faith and credit and general property taxing power (as described herein) of the Township are pledged for the timely payment of the debt charges on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 12. This Resolution shall be in full force and effect immediately upon its adoption.

prior to the date of that deposit, unless that notice is waived by the original purchaser of the Bonds. If money for prepayment is on deposit with the Bond Registrar on the specified prepayment date following the giving of that notice (unless the requirement of that notice is waived as stated above), interest on the principal amount prepaid shall cease to accrue on the prepayment date, and upon the request of the Fiscal Officer, the original purchaser of the Bonds shall arrange for the delivery of the Bonds at the designated office of the Bond Registrar for prepayment and surrender and cancellation.

Section 5. The Bonds shall be awarded and sold at private sale by an Authorized Officer to the original purchaser as set forth in the certificate of award, at a purchase price of not less than par in accordance with law and the provisions of this Resolution. Any Authorized Officer shall sign the Certificate of Award referred to herein, cause the Bonds to be prepared, and have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds if requested by the original purchaser, to the original purchaser upon payment of the purchase price. Each Authorized Officer is authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

Section 6. The proceeds from the sale of the Bonds, except any premium and accrued interest, shall be paid into the proper fund or funds and those proceeds are appropriated and shall be used for the purpose for which the Bonds are being issued. Any portion of those proceeds representing premium and accrued interest shall be paid into the Bond Retirement Fund.

Section 7. There shall be levied on all the taxable property in the Township, in addition to all other taxes, a direct tax annually during the period the Bonds are outstanding in an amount sufficient to pay the debt charges on the Bonds when due, which tax shall be not less than the interest and sinking fund tax required by Section 11 of Article XII of the Ohio Constitution. The tax shall be within the ten-mill limitation imposed by law, shall be and is ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of those years are certified, levied, extended and collected, and shall be placed before and in preference to all other items and for the full amount thereof. The proceeds of the tax levy shall be placed in the Bond Retirement Fund, which is irrevocably pledged for the payment of the debt charges on the Bonds or the Bonds when and as the same fall due. In each year to the extent funds from any fire levy or other sources are available and appropriated for the purpose of paying debt charges on the Bonds or the Bonds, the amount of that tax shall be reduced by the amount so available and appropriated.

Section 8. The Township covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the Code) or (ii) be treated other than as bonds to which Section 103 of the Code applies, and (b) the interest on the Bonds will not be treated as an item of tax preference under Section 57 of the Code.

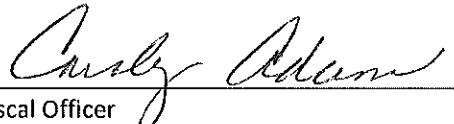
The Township further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

Any Authorized Officer having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the Township with respect to the Bonds as the Township is permitted to or required to make or give under the federal income tax

Upon roll call on the adoption of this Resolution, the vote was as follows:

MR. HIRT YES MS. BOZAK YES MR. DRESS YES

The foregoing is a true and correct excerpt from the minutes of the meeting on March 24, 2021, of the Board of Township Trustees of the Township of Danbury showing the adoption of the Resolution hereinabove set forth.



Fiscal Officer
Township of Danbury, Ohio

