

The Board of Trustees of Danbury Township, County of Ottawa, Ohio, met in regular meeting session at 6:00 p.m. on September 11, 2024 at the Danbury Township building, 5972 Port Clinton Eastern Road, Marblehead, Ohio, 43440 with the following members present:

Ms. Dianne M. Rozak, Mr. John Paul Dress and Mr. David M. Hirt

Mr./Ms. ROZAK introduced the following resolution and moved for its adoption:

**RESOLUTION #21 - 2024**

**A RESOLUTION APPROVING AND AUTHORIZING A GROUND LEASE AND LEASE-PURCHASE AGREEMENT AND RELATED DOCUMENTS PROVIDING FOR ACQUISITION OF BUILDING FACILITIES AND NECESSARY SITES AND APPURTENANCES THERETO FOR TOWNSHIP PURPOSES AND AUTHORIZING AND APPROVING RELATED MATTERS.**

**WHEREAS**, this Board has determined to provide for financing to pay costs of acquiring property for Township use known as Pin #014-11748-15711-005 located at 424 SR 269 containing 1.621 acres of land and its contiguous property known as Pin #014-11478-15711-006 located at 434 SR 269 containing 4.358 acres of land and a storage building and related sites and appurtenances thereto (the Improvements); and

**WHEREAS**, it is necessary for the Board to enter into one or more ground leases, lease-purchase agreements and other agreements in order to finance the cost of the Improvements, all in accordance with the laws of the State of Ohio, including Section 505.267 of the Revised Code;

**NOW THEREFORE**, be it resolved by the Board of Trustees of the Township of Danbury, County of Ottawa, Ohio, that:

**SECTION 1.** This Board hereby authorizes and approves the execution of a ground lease (the Ground Lease), a lease-purchase agreement (the Facilities Lease), and an escrow agreement (the Escrow Agreement) to provide for the costs of the Improvements (collectively, the Lease Documents), and the Fiscal Officer of the Township with at least two members of this Board (collectively, the Authorized Officers) are hereby authorized and directed to execute the Lease Documents, and such Lease Documents are hereby approved in such form and substance consistent with this Resolution and as determined to be in the best interests and financial advantages of this Township, all of which shall be conclusively determined and evidenced by the execution thereof by the Authorized Officers so executing them.

**SECTION 2.** This Board hereby determines that the properties subject to the Lease Documents are essential to the Board, including but not limited to its proper and efficient operation and public welfare.

**SECTION 3.** Any Authorized Officer is hereby authorized to determine, having due regard for the best interest and financial advantages of the Board: (i) the buildings and facilities to be leased pursuant to the Ground Lease and Facilities Lease; (ii) the term of the Facilities Lease, which shall not exceed 30 years; (iii) the term of the Ground Lease, which shall not exceed five years later than the term of the Facilities Lease; (iv) the prepayment terms for the Facilities Lease, provided that any prepayment term shall not exceed 2% of the principal component of the amount prepaid; (v) the Base Rent, as defined in the Facilities Lease; provided that, (a) the aggregate principal components of the Base Rent for the initial term and all renewal terms of the Facilities Lease shall not exceed \$1,000,000; and (b) the weighted average of the aggregate interest components of the Base Rent for the initial term and all renewal terms for the Facilities Lease shall not exceed 6% per year; and (vi) the banking institution or other financial entity serving as lessor under the Facilities Lease.

**SECTION 4.** The proceeds from the Facilities Lease, except any premium or 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 Facilities Lease is executed. Any premium or accrued interest shall be paid into the Bond Retirement Fund. The Authorized Officers are each hereby authorized to take any and all actions and to sign and deliver any and all other documents, instruments, agreements and certificates as may in their judgment be necessary, desirable, advisable or appropriate in connection with the signing and delivery of the Lease Documents in order to give effect to the transactions contemplated and authorized herein and therein. The expenditure of the amounts necessary to pay the financing costs in connection with the Facilities Lease is authorized and approved, and the Fiscal Officer is hereby authorized to provide for the payment of such costs from the proceeds of the Facilities Lease, to the extent available, and otherwise from funds lawfully available that are appropriated or shall be appropriated for the purpose.

**SECTION 5.** The Board hereby covenants that it will comply with all existing and future laws applicable to the exemption of interest on the Facilities Lease from federal income taxation. The Board further covenants that it will restrict the use of the proceeds of the Facilities Lease in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Facilities Lease is executed, so that it will not constitute arbitrage bonds under Section 148 of the Internal Revenue Code of 1986, as amended, and the regulations prescribed thereunder (the "Regulations"). The Fiscal Officer or other Authorized Officer having responsibility with respect to the execution of the Facilities Lease, is authorized and directed to give an appropriate certificate on behalf of the Board, for inclusion in the transcript of proceedings, setting forth the facts, estimates and

circumstances and reasonable expectations pertaining to said Section 148 and the Regulations.

The Fiscal Officer shall cause to be kept and maintained adequate records pertaining to investment of all proceeds of the Facilities Lease sufficient to permit, to the maximum extent possible and presently foreseeable, the Board to comply with any federal law or regulation now or hereafter having applicability to the Facilities Lease which limits the amount of Facilities Lease proceeds which may be invested at an unrestricted yield or requires the Board to rebate arbitrage profits to the United States Department of the Treasury. The Fiscal Officer is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Facilities Lease requires any such reports or rebates.

SECTION 6. Nothing in the Lease Documents, or any agreements or documents relating thereto shall constitute or be construed or deemed to constitute a debt or bonded indebtedness or a general obligation of the Township or any agency of the Township. Neither the taxing power nor the full faith and credit of the Township are pledged or shall be pledged for the payment or security of the Lease Documents or any other related agreement or document.

SECTION 7. The Township retains the law firm of McDonald Hopkins, LLC, to provide legal services as bond counsel relating to the authorization and delivery by the Township of the Facilities Lease and transactions contemplated thereby. Those legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings and, when necessary, rendering a related legal opinion including an opinion relating to the treatment of interest component of the Facilities Lease for federal income tax purposes. That firm shall provide those legal services as an independent contractor and in an attorney-client relationship, and that firm shall not exercise any administrative discretion in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State or any political subdivision, or the execution of public trusts. For those legal services that firm shall be paid a reasonable fee. That firm shall also be reimbursed for actual out-of-pocket expenses incurred in providing those legal services. The amount necessary to make those payments is hereby appropriated from the proper fund or funds, and the Fiscal Officer is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

SECTION 8. This Board finds and determines that all formal actions of this Board concerning and relating to the passage of this resolution were taken open meetings of this Board, and that all deliberations of this Board that resulted in formal actions were

taken in meetings open to the public, in compliance with all legal requirements, including by not limited to ORC 121.22, except as otherwise permitted thereby.

This resolution shall take effect and be in force from or after the earliest period allowed by law.

Mr./Ms. Dress seconded the resolution and the roll being called upon the question of its adoption the vote resulted as follows:

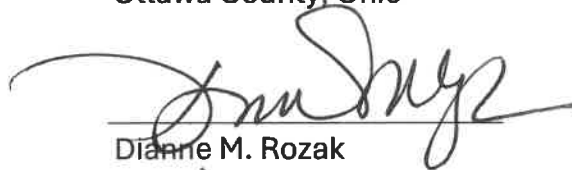
Vote Record: Ms. Rozak Yes Mr. Dress Yes Mr. Hirt Yes

ADOPTED this 11th Day of September, 2024

Board of Trustees, Danbury Township  
Ottawa County, Ohio

Attest:

  
Fiscal Officer Brinkley Paul

  
Dianne M. Rozak

  
John Paul Dress

  
David M. Hirt

**AUTHENTICATION**

IT IS HEREBY CERTIFIED the foregoing is a true and correct transcript of a resolution duly passed by this Board of Trustees in session September 11, 2024 and filed with the Fiscal Officer.

  
Fiscal Officer Brinkley Paul

CERTIFICATE

The undersigned Fiscal Officer of the Township of Danbury, Ottawa County, Ohio hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Education of said Township on September 11, 2024.

A handwritten signature in cursive script, written in black ink, positioned above a horizontal line. The signature is somewhat stylized and difficult to read precisely, but appears to be a name.

Fiscal Officer  
Township of Danbury, Ohio