

RESOLUTION NO. 19-48

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$160,000.00 AIR QUALITY REVENUE BONDS OF THE STATE OF OHIO IN ORDER TO ASSIST 2828 CLINTON INC. DOING BUSINESS AS THE CLEVELAND VIBRATOR COMPANY IN THE FINANCING OF COSTS OF AIR QUALITY FACILITIES IN ORDER TO PROMOTE THE PUBLIC PURPOSES OF CHAPTER 3706, OHIO REVISED CODE; PROVIDING FOR THE ASSIGNMENT OF REVENUES FOR THE PAYMENT OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT, AN ASSIGNMENT OF LOAN AGREEMENT AND THE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the Ohio Air Quality Development Authority (the "Authority"), a body corporate and politic organized and existing under the laws of the State of Ohio (the "State"), by virtue of the laws of the State, including without limitation, Section 13 of Article VIII, Ohio Constitution, Ohio Revised Code Sections 9.96 and 9.98 through 9.983, Ohio Revised Code Chapter 3706 (the "Act"), is authorized and empowered, among other things, to (a) issue air quality revenue bonds of the State for the purpose of making a loan to assist in the financing of costs of acquiring and installing "air quality facilities," as defined in Section 3706.01 of the Act; (b) enter into a loan agreement and to provide for "revenues," as defined in Section 3706.01 of the Act, sufficient to pay the principal of, and interest on, such air quality revenue bonds; (c) secure such air quality revenue bonds by an assignment of revenues, as provided for in this Resolution; and (d) enact this Resolution and enter into the Agreement and the Assignment, as defined below;

WHEREAS, 2828 Clinton Inc., an Ohio Corporation, doing business as The Cleveland Vibrator Company (the "Company"), has requested that the Authority adopt a resolution authorizing the issuance of revenue bonds in an amount not to exceed \$160,000 in one or more series in order to assist in the financing of certain air quality facilities consisting of (i) two (2) enclosed cross draft dry filter spray booths with a separate paint coating application area and an air filter replacement system, (ii) two (2) three articulated fume extract arms, and (iii) one fabric dust collector and any related equipment as better described in the attached Exhibit A (the "Project"), to be owned by the Company, and pursuant to that resolution determine that the Project is an "air quality facility," as defined in the Act, consistent with the purposes of the Act which are to provide for the conservation of air as a natural resource of the State, and to prevent or abate the pollution thereof, and to provide for the comfort, health, safety and general welfare of all employees, as well as other inhabitants of the State;

WHEREAS, the Authority and the Company have determined to enter into a Loan Agreement, to be dated as of the delivery date of the Bonds (as defined below) (or such other date not later than January 1, 2020) (the "Agreement"), in order to finance the Project, pursuant to which the Authority agrees to issue and sell air quality development revenue bonds of the State in the aggregate principal amount up to \$160,000 or such lesser amount that, from time to

time, will be disbursed and indicated on Exhibit A to the Bonds, to be dated its delivery date, such date to be the same date as the Agreement, and to be known as the "State of Ohio Air Quality Revenue Bonds (The Cleveland Vibrator Company Project), Series 2019" (the "Bonds");

WHEREAS, the Authority hereby agrees to sell and award the Bonds to the Purchaser as designated in the Agreement (the "Purchaser") in accordance with the terms of this Resolution;

WHEREAS, the Authority's right, title and interest in the Agreement (except for its rights to indemnification and receipt of certain payments specified under the Agreement) will be assigned to the Purchaser pursuant to one or an Assignment of Loan Agreement, to be dated as of the same date as the Agreement (the "Assignment"); and

WHEREAS, certain action is required to be taken by the Authority as a prerequisite to the issuance and sale of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Ohio Air Quality Development Authority that:

SECTION I. DETERMINATIONS OF THE AUTHORITY. The Authority determines, based on the representations of the Company:

A. that the Project is not inconsistent with any applicable air quality standard duly established and required to be met pursuant to the "Clean Air Act," 84 Stat. 1679 (1970), 42 U.S.C.A. 1857, as amended, including by the "Clean Air Act Amendments of 1990;"

B. that the Project will and is determined to be an "air quality facility" as that term is defined in the Act;

C. that the Project will be consistent with the purposes of Section 13 of Article VIII, Ohio Constitution and the Act particularly promoting the public policy of the State as stated in the Act; and

D. the provision of assistance to the Company in the financing of the cost of acquiring, constructing, and installing the Project, including financing costs of the Project, will require the issuance, sale, and delivery of the Bonds.

SECTION II. APPROVAL OF AGREEMENT AND ASSIGNMENT. The form of the Agreement between the Authority and the Company, and the form of the Assignment to be given by the Authority to the Purchaser, as presented at this meeting (copies of which shall be filed with the records of the Authority) are hereby approved, and the Chairman, Vice-Chairman and Executive Director are hereby authorized to execute, approve and certify, as appropriate, and deliver on behalf of the Authority, and (where appropriate) the Secretary-Treasurer is hereby authorized to and attest the Agreement and the Assignment and counterparts thereof, in substantially such forms and upon the conditions set forth in those documents, with such changes therein (permitted by the Act), and not inconsistent with this Resolution as the

Chairman, Vice-Chairman and Executive Director shall approve, which approval shall be evidenced conclusively by execution of those documents.

SECTION III. ISSUANCE OF THE BONDS. In order to finance the Project, the Authority is hereby authorized to issue and sell the Bonds, in the aggregate principal amount up to \$160,000 or such lesser amount that from time to time will be disbursed as indicated on Exhibit A to the Bonds. The form of the Bonds on file with this Board and made a part of this Resolution by this reference is approved. The Chairman and the Vice-Chairman of the Authority are hereby authorized and directed to execute the Bonds by the manual or facsimile signatures and the Secretary-Treasurer is authorized and directed to affix the seal of the Authority thereon and to attest the Bonds by manual signature, the Bonds, as executed, to be in substantially the form approved by this Resolution, with such changes as shall be permitted by the Act and not inconsistent with this Resolution and approved by the Chairman (which approval shall be evidenced conclusively by execution and delivery of the Bonds) and the Chairman is authorized and directed to deliver the Bonds to the Purchaser upon payment thereof, such payment to be evidenced by the Purchaser through one or a series of disbursements on behalf of the Authority of up to \$160,000. The Authority designates Purchaser as its disbursement agent (the "Disbursement Agent"). The Bonds shall be deemed outstanding in the amount, from time to time, disbursed by the Disbursement Agent as evidenced by Exhibit A to the Bonds. The Disbursement Agent shall disburse only upon the meeting of all conditions to such disbursement of loan proceeds to the Company or on behalf of the Company as set forth in the Agreement. The Authority designates the Company as its registrar and transfer agent for the Bonds.

SECTION IV. TERMS OF BONDS. Unless otherwise stated in the Bonds or in a Certificate of the Executive Director described below, (a) the Bonds shall bear interest from their date of delivery at an amount specified in the Certificate of the Executive Director at an amount not to exceed 12% per annum on the total amount of the Bonds or each series of Bonds deemed outstanding pursuant to the Agreement, (b) interest on the Bonds shall be calculated on the basis of 30-day months and a 360-day year for the actual days elapsed and shall be payable monthly commencing on the first day of each calendar month following the 30th day after the first disbursement date as evidenced on the receipt, (c) principal shall be due and payable in equal monthly installments payable on the first day of each month commencing on the first day of the calendar month following the 30th day after the date of the Agreement. The Bonds shall be issued only as fully-registered bonds in the denomination of not to exceed \$160,000 and shall be subject to optional prepayment at any time as stated in the Bonds, all as set forth in the form of the Bonds on file with this Board. The interest rate (or method of calculating the interest rate) on the Bonds will be set forth in a Certificate of the Executive Director, which may also set forth other terms of the Bonds. In absence of the Executive Director, the Certificate may be executed by the Chairman or Vice Chairman of the Authority on or before the sale date of the Bonds.

SECTION V. SECURITY FOR THE BONDS. To the extent provided in, and except as otherwise permitted under the Agreement, the Bonds shall be payable solely from the Loan Payments (as defined in the Agreement) required to be made by the Company to the Authority under the Agreement and shall be secured by the sources and secured in the manner described in the Agreement.

Anything in this Resolution, the Bonds, the Agreement or the Assignment to the contrary notwithstanding, the Bonds do not and shall not represent or constitute a debt or pledge of the faith and credit of the Authority or the State or any political subdivision of the State and the registered owner of the Bonds shall have no right to have taxes levied by the General Assembly of the State or the taxing authority of any political subdivision of the State for the payment of the principal of or interest on the Bonds, but such Bonds are payable solely from pledges, mortgages and guarantees contemplated by the Agreement and otherwise in the manner set forth in the Agreement and the Bonds, and the Bonds shall contain a statement to that effect. Nothing in this Resolution or in the Agreement, however, shall be deemed to prohibit the Authority, of its own volition, from using to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of the Agreement, this Resolution or the Bonds.

SECTION VI. TRANSCRIPT OF PROCEEDINGS. The Secretary-Treasurer or other appropriate officer of the Authority, shall furnish to the Purchaser a true transcript of proceedings, certified by the Secretary-Treasurer or other officer, of (a) all proceedings with respect to the issuance of the Bonds and (b) any other information from the records of the Authority which may be necessary or appropriate to determine the regularity and validity of the issuance of the Bonds.

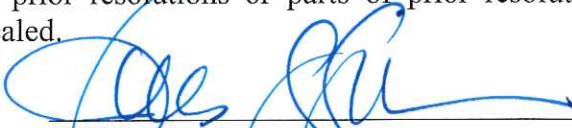
SECTION VII. INCIDENTAL ACTION. The Chairman, Vice-Chairman, Executive Director and the Secretary-Treasurer of the Authority are authorized and directed to execute and deliver such other documents and to take such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Agreement and the Assignment, the performance of the Authority's obligations thereunder and the issuance and sale of the Bonds in accordance with this Resolution.

SECTION VIII. ADMINISTRATIVE FEE. The Authority approves the administrative fee in the amount to be determined by the Executive Director in accordance with the Authority fee schedule and paid by the Company to the Authority.


SECTION IX. COMPLIANCE WITH OPEN MEETING REQUIREMENTS. It is found and determined that all formal actions of the Authority concerning and relating to the adoption of this Resolution were adopted, and that all deliberations of the Authority and of any of its committees that resulted in such formal action were carried out, in meetings open to the public, in compliance with all requirements of the laws of the State, including Section 121.22 of the Ohio Revised Code.

SECTION X. RETENTION OF PROFESSIONAL SERVICES. The Authority acknowledges that it has retained the law firm of Calfee, Halter & Griswold LLP to provide legal services as bond counsel in connection with the issuance of the Bonds.

SECTION XI. EFFECTIVE DATE; REPEAL. This Resolution shall take effect immediately upon its adoption, and all prior resolutions or parts of prior resolutions inconsistent with this Resolution are hereby repealed.



CHAIRMAN



SECRETARY-TREASURER

Adopted: September 10, 2019

EXHIBIT A

Project Description:

The Cleveland Vibrator Company design, manufactures and supplies industrial vibratory equipment for use in processing, packing, and transportation of dry bulk materials. The range includes fine powder screening to the most rugged feeder, screener and conveyor applications. The company currently employs 26 people and is expected to add 4 additional full-time employees as a result of the Project.

The project includes two (2) enclosed draft dry filter spray booths with a separate paint coating application area and an air filter replacement system.

The first small spray paint booth is 10' wide X 15' deep enclosure with filter doors, control panel, 24" fan and ducting along with heated air replacement. The second, larger spray paint booth is 14' wide X 24' deep modified down draft enclosure with custom exhaust chamber, solid or filter doors, control panel, 24" fan and ducting. The 'direct fired' replacement system provides air for two spray booths with a variable volume unit rated to 18,000 CFM and with the possible option of air re-circulation. The air exhausted from the building is monitored by a room pressure sensor that controls dampers to automatically adjust the incoming air volume to meet demand. Freight, installation and fire suppression are included in the Project.

The Project also includes three (3) articulated fume extraction arms and one fabric filter dust collector to remove fumes generated by welding processes and clean the fume extraction arms of particulate matter. The fume extraction arms are Plymovent Model UK-6.0/160. The dust collector is Donaldson Torit Model DFE 2-4.