

RESOLUTION NO. 2024-14

BUTLER COUNTY FINANCE AUTHORITY

A RESOLUTION EXPRESSING THE OFFICIAL INTENT WITH RESPECT TO REIMBURSEMENT FROM REVENUE BONDS OF THE COSTS OF THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF SOLID WASTE DISPOSAL AND RECYCLING FACILITIES.

WHEREAS, Adaptiq, and/or one or more subsidiaries or affiliates thereof (the "Borrower") intends to acquire, improve, construct, install, and equip certain solid waste disposal and recycling facilities (the "Facilities") on land owned or to be owned by the Borrower within Butler County, Ohio (the "County");

WHEREAS, the Facilities shall include facilities for the recycling of aluminum, including without limitation, certain appropriate and related buildings, furnishings, fixtures, equipment, and machinery; and

WHEREAS, development of the Facilities may include the acquisition of such interests in land as may be necessary or suitable for the development and operation of the Facilities, including roads and rights of access, utilities, and other site preparation; and

WHEREAS, the Finance Authority, at the request of the Borrower, intends to issue revenue bonds in a principal amount not to exceed \$250,000,000 (the "Bonds") to (i) finance the costs to acquire, improve, construct, install, and equip the Facilities, including the acquisition of interests in real property and site preparation, (ii) fund one or more reserve funds for the Bonds or the facilities, including one or more debt service reserve funds for the Bonds, (iii) pay capitalized interest on the Bonds, and (iv) finance certain costs relating to the issuance of the Bonds and other related eligible costs (collectively, the "Project"); and

WHEREAS, Treasury Regulation §1.150-2 (the "Reimbursement Regulations"), issued pursuant to Section 150 of the Internal Revenue Code of 1986, as amended (the "Code"), prescribes certain requirements by which proceeds of tax-exempt bonds, notes, certificates or other obligations included in the meaning of "bonds" under Section 150 of the Code ("Obligations") used to reimburse advances made for Capital Expenditures (as hereinafter defined) paid before the issuance of such Obligations may be deemed "spent" for purposes of Sections 103 and 141 to 150 of the Code and therefore, not further subject to any other requirements or restrictions under those sections of the Code; and

WHEREAS, such Reimbursement Regulations require that the Issuer (as hereinafter defined) of Obligations make a Declaration of Official Intent (as hereinafter defined) to reimburse any Capital Expenditure paid prior to the issuance of the Obligations intended to fund such Capital Expenditure and require that such Declaration of Official Intent be made no later than sixty (60) days after payment of the Capital Expenditure and further require that any Reimbursement Allocation (as hereinafter defined) of the proceeds of such Obligations to reimburse such Capital Expenditures occur no later than eighteen (18) months after the later of the date the Capital Expenditure was paid or the date the property acquired with the Capital Expenditure was placed in service, except that any such Reimbursement Allocation must be made no later than three years after such Capital Expenditure was paid; and

WHEREAS, the Finance Authority wishes to ensure compliance with the Reimbursement Regulations;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors (the "Board") of the Finance Authority:

Section 1. Definitions. The following definitions apply to the terms used herein:

"Allocation" means written evidence that proceeds of Obligations issued subsequent to the payment of a Capital Expenditure are to reimburse the Borrower or Finance Authority, as applicable, for such payments. "To allocate" means to make such an allocation.

"Capital Expenditure" means any expense for an item that is properly depreciable or amortizable or is otherwise treated as a capital expenditure for purposes of the Code, as well as any costs of issuing Reimbursement Bonds.

"Declaration of Official Intent" means a written declaration that the Issuer intends issue Reimbursement Bonds to finance the reimbursement of Capital Expenditures and reasonably expects the proceeds of such an issue to be used for such reimbursement.

"Issuer" means either a governmental unit that is reasonably expected to issue Obligations, or any governmental entity or 501(c)(3) organization that is reasonably expected to borrow funds from the actual issuer of the Obligations, and for purposes of this Resolution, the Finance Authority.

"Reimbursement" means the restoration to the Issuer or Borrower of money temporarily advanced from other funds, including moneys borrowed from other sources of the Borrower or Issuer to pay for Capital Expenditures before the issuance of Obligations intended to fund such Capital Expenditures. To "reimburse" means to make such a restoration.

"Reimbursement Bonds" means Obligations that are issued to reimburse the Issuer or Borrower for Capital Expenditures, and for certain other expenses permitted by the Reimbursement Regulations, previously paid by or for the Issuer or the Borrower.

"Reimbursement Regulations" means Treasury Regulation §1.150-2 and any amendments thereto or superseding regulations, whether in proposed, temporary or final form, as applicable, prescribing conditions under which the proceeds of Obligations may be allocated to reimburse the Issuer or the Borrower for Capital Expenditures and certain other expenses paid prior to the issuance of the Obligations such that the proceeds of such Obligations will be treated as "spent" for purposes of Sections 103 and 141 to 150 of the Code.

Section 2. Declaration of Official Intent.

(a) Based on representations of the Borrower, the Finance Authority declares that it reasonably expects that the Capital Expenditures described in Section (b), which were paid no earlier than sixty (60) days prior to the date hereof, or which will be paid prior to the issuance of any Obligations intended to fund such Capital Expenditures, will be reimbursed with the proceeds of Obligations, representing a borrowing by the Finance Authority in the maximum principal amount, for such Reimbursements, of \$250,000,000; and

(b) the Capital Expenditures to be reimbursed are to be used for the acquisition and construction of the Facilities, and include the acquisition of such interests in land as may be necessary or suitable for the development and operation of the Facilities, including roads and rights of access, utilities, and other site preparation.

Section 3. Reasonable Expectations. Based on the representations of the Borrower, the Finance Authority does not expect any other funds (including the money advanced to make the Capital Expenditures that are to be reimbursed), to be reserved, allocated on a long-term basis, or otherwise set aside by the Borrower or any other entity, with respect to the Capital Expenditures for the purposes described in Section 2(b).

Section 4. Severability. Each section of this resolution and each subdivision or paragraph of any section hereof and each sentence of a paragraph hereof is hereby declared to be independent and the finding or holding of any section or any subdivision, paragraph or sentence hereof to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision, paragraph or sentence of this resolution.

Section 5. Compliance with Open Meeting Law. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees or subcommittees, or any other public bodies of the Authority, that resulted in such formal actions were in meetings open to the public, in compliance with the law.

Section 6. Effective Date. This resolution shall be in full force and effect upon its adoption.

Voting Aye: EVANS, EGLOFF, BOCKHORST, QUINN, CANAAN

Voting Nay: NONE

Passed: June 26, 2024

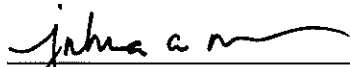
BUTLER COUNTY FINANCE AUTHORITY

By: *Brad Evans*
Chairperson, Board of Directors

Attest: *John A. M...*

By: SECRETARY
Title: Secretary, Board of Directors

The undersigned Secretary of the Board of Directors of the Butler County Finance Authority does hereby certify that the foregoing is a true and correct copy of a resolution of such Board of Directors, duly adopted on June 26, 2024, and appearing upon the official records of that Board.

Attest: 
By: SECRETARY
Title: Secretary, Board of Directors

Dated: JUNE 26, 2024