



August 31, 2016

Meeting of the Board of Directors

Agenda

One Maritime Plaza, 2nd Floor, Classrooms A & B
Wednesday, August 31, 2016 at 8 a.m.

Page No.

- I. Call to Order**
- II. Roll Call**
- III. Public Comment Period**
- IV. Report of the Chair: James M. Tuschman**
 - A. Consider Federal Aviation Administration Grant Agreement for Construction of U.S. Customs Facility and for Design of Terminal Apron Rehabilitation at Toledo Express Airport 3 - 5
- V. Recommendations and Reports from Standing Committees and Divisions**
 - A. **Finance Committee: Dr. Lloyd A. Jacobs, chair**
 - 1. Consider Approval for Issuance of Bonds for Expansion of Spec Building at Overland Industrial Park (\$11 Million); Authorizing Loans from JobsOhio (\$8,750,000) and Lucas County, Ohio (\$750,000); and Repeal of Resolution No. 55-16 6 - 18
- VI. Other Business**
- VII. Adjournment**

Consider Federal Aviation Administration Grant Agreement for Construction of U.S. Customs Facility and Design of Terminal Apron Rehabilitation at Toledo Express Airport

In September 2015, this Board authorized construction of the new Department of Homeland Security U.S. Customs and Border Protection facility at Toledo Express Airport and the purchase of information technology services and equipment for the facility. The building is completed and U.S. Customs has been using the facility since July 1, 2016. The Port Authority spent approximately \$1,005,000 to construct, equip, and furnish the facility to U.S. Customs specifications.

In late summer 2015, the Port Authority approached the Federal Aviation Administration (FAA) about providing a grant for the construction of the facility. The FAA initially declined the request due to the fact that the construction was not part of the terminal building, rendering it an ineligible project. However, as a result of ongoing discussions and an onsite tour, the FAA agreed in spring 2016 to provide 66.9 percent (66.9%) of eligible costs because the facility is primarily a “public space”; however, the final grant amount was uncertain until construction was complete. On August 11, 2016, the Port Authority received the grant agreement for the U.S. Customs facility in the amount of \$502,561.

In addition to funding for the U.S. Customs facility, the grant also provides \$36,000 for the design of the rehabilitation of joints on the concrete apron at the terminal ramp, which project will involve investigation of the existing pavement conditions and design of bid documents for replacement of joint sealant, pavement repair, and pavement marking of the existing pavements, which are exhibiting pavement

cracking and joint deterioration. The design work for this apron project is expected to commence in the fall of 2016 with the repair work being performed in spring 2017.

The Chairman of the Board recommends adoption of the following resolution to accept the FAA grant in the amount of \$538,561 and to authorize the President to execute the grant agreement, the proceeds of which shall reimburse amounts paid from 2014 and 2015 tax revenue and Airport Reserves.

RESOLUTION NO. ____

Authorizing Federal Aviation Administration Grant Agreement for Construction of U.S. Customs Facility and Design of Terminal Apron Rehabilitation at Toledo Express Airport

WHEREAS, pursuant to Resolution Nos. 38-15 and 46-15, this Board authorized construction of the new Department of Homeland Security U.S. Customs and Border Protection ("U.S. Customs") facility at Toledo Express Airport (the "Customs Facility") and the purchase of information technology services and equipment for the facility; and

WHEREAS, the Customs Facility is completed and U.S. Customs has been using the facility since July 1, 2016; and

WHEREAS, the Port Authority spent approximately \$1,005,000 to construct, equip, and furnish the facility to U.S. Customs specifications; and

WHEREAS, the Federal Aviation Administration (the "FAA") has agreed to provide sixty-six and nine tenths percent (66.9%) of eligible Customs Facility construction and other related costs in the amount of \$502,561; and

WHEREAS, the FAA has also agreed to provide \$36,000 for the design of the rehabilitation of joints on the concrete apron at the terminal ramp, which is exhibiting pavement cracking and joint deterioration:

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Toledo-Lucas County Port Authority:

That the President as Secretary and Fiscal Officer be and hereby is authorized to execute a grant agreement with the Federal Aviation Administration in the amount of \$538,561 for eligible construction and other costs related to the U.S. Customs facility and for design work related to the rehabilitation of joints on the concrete apron at the terminal ramp, both at Toledo Express, which agreement shall include such terms and conditions as the President deems necessary or appropriate.

That the President as Secretary and Fiscal Officer be and hereby is authorized to execute any other instruments necessary or appropriate, including amendments, in order to implement the terms of this resolution, provided such instruments are in a form approved by Counsel and approved in substance by the Vice President of Administration & Chief Financial Officer.

Approved:

James M. Tuschman, Chairman

Yeas:

Paul L. Toth, Jr., Secretary

Nays:

Consider Approval for Issuance of Bonds for Expansion of Spec Building at Overland Industrial Park (\$11 Million); Authorizing Loans from JobsOhio (\$8,750,000) and Lucas County, Ohio (\$750,000); and Repeal of Resolution No. 55-16

In June 2014, the Port Authority and Overland Industrial Parkway One, LLC (“Overland One”) entered into a lease and development agreement to construct a 100,000 square foot warehouse/manufacturing spec building at Overland Industrial Park. A lease has been signed with Dana Holdings to lease the existing building, which includes an expansion of the building by an additional 200,000 square feet to accommodate the manufacturing and assembly of axles for Chrysler and other auto makers in the region. Dana has committed at least 300 living wage jobs to be created at the facility, and will invest up to \$70 million in equipment and other improvements in the building.

An agreement to purchase the leasehold interest of Overland Industrial Parkway One, LLC has been negotiated and the Port Authority will assume the debt of the existing building. The lease agreement with Dana requires an investment of \$14.5 million of building expansion and tenant improvements to accommodate the manufacturing and assembly operation.

The Port Authority has been working with JobsOhio and Lucas County to partner on the financing of this exciting project for northwest Ohio. JobsOhio has agreed to provide up to \$6,250,000 in financing for the project in addition to the \$2,500,000 it has provided to finance the existing 100,000 square foot facility, and Lucas County has agreed to provide up to \$750,000 in financing for the project. The balance of the project will be financed through the Northwest Ohio Bond Fund in the amount of up to \$11

million. The \$11 million bond amount will be sufficient to retire the Series 2014B Bonds issued in 2014 to finance the existing 100,000 square foot facility, as well as to fund the construction costs of the 200,000 square foot expansion not funded with the JobsOhio and Lucas County loans.

The Finance Committee Chair recommends adoption of the following resolution authorizing the issuance of up to \$11 million in taxable bonds from the Northwest Ohio Bond Fund and accepting a loan from JobsOhio in the amount of \$8,750,000 and a loan from Lucas County in the amount of \$750,000 to finance the expansion and tenant improvements of the existing 100,000 square foot spec building. Revenue generated from the Dana lease will be more than sufficient to pay the debt service during the lease term, providing a minimum debt coverage ratio of 1.20. If revenue is not sufficient, the Port Authority will use non-tax revenue to pay the debt service on the Northwest Ohio Bond Fund bonds, the JobsOhio loan, and the Lucas County loan. In addition, the resolution will repeal prior Resolution No. 55-16 adopted on July 28, 2016.

RESOLUTION NO. _____

AUTHORIZING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$11,000,000 OF REVENUE BONDS OF THE TOLEDO-LUCAS COUNTY PORT AUTHORITY UNDER THE NORTHWEST OHIO BOND FUND PROGRAM FOR THE PURPOSE OF FINANCING AND REFINANCING COSTS OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF OHIO REVISED CODE SECTION 4582.01; AUTHORIZING THE PORT AUTHORITY TO BORROW UP TO \$8,750,000 FROM JOBSOHIO AND UP TO \$750,000 FROM LUCAS COUNTY, OHIO; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE TO SECURE THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF OPEN-END MORTGAGES AND SECURITY AGREEMENTS SECURING THE BONDS AND THE PORT AUTHORITY'S OBLIGATIONS TO JOBSOHIO AND LUCAS COUNTY, OHIO; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE WITH DANA LIMITED, AN OHIO LIMITED LIABILITY COMPANY; AUTHORIZING THE SALE OF THE BONDS PURSUANT TO A BOND PURCHASE AGREEMENT; AUTHORIZING THE DISTRIBUTION OF A DISCLOSURE STATEMENT IN CONNECTION WITH THE SALE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A DISBURSING, PAYMENT AND COLLATERAL AGREEMENT AND AN ASSIGNMENT OF LEASE AND APPROVING RELATED MATTERS

WHEREAS, the Toledo-Lucas County Port Authority (the "Port Authority"), a body corporate and politic duly organized and validly existing under the laws of the State of Ohio (the "State"), is authorized and empowered, by virtue of the laws of the State, including without limitation, Section 13 of Article VIII, Ohio Constitution, Ohio Revised Code Chapter 4582, and Ohio Revised Code Section 122.012 (collectively, the "Act"), (i) to issue its revenue bonds for the purpose of financing and refinancing the costs of acquiring, constructing, developing, equipping, improving, and installing "port authority facilities," including real or personal property or real or personal property related to, useful for, and in furtherance of "authorized purposes" of the Port Authority, as defined in Ohio Revised Code Section 4582.01, located within the boundaries of Lucas County, Ohio, (ii) to enter into agreements with respect to the financing, refinancing, acquiring, constructing, developing, equipping, improving, and installing of such facilities and to provide for a pledge of certain revenues sufficient to pay the principal of and interest and any premium on those revenue bonds, (iii) to secure those revenue bonds by a trust indenture, (iv) to enact this Bond Legislation, and (v) to enter into the agreements authorized in this Bond Legislation upon the terms and conditions provided herein and therein; and

WHEREAS, Dana Limited, an Ohio limited liability company (“Dana”) has indicated that it is willing to lease from the Port Authority an industrial facility owned by the Port Authority and located in Toledo, Ohio provided that the Port Authority finances a 200,000 square foot addition to the facility (collectively, the facility and the addition constitute the “Series 2016B Project”); and

WHEREAS, after advice from Port Authority staff, administrative officers, and advisors, this Legislative Authority has determined that it is necessary and proper and in the best interest of the Port Authority at this time (A) to provide financing and refinancing for the costs of the Series 2016B Project (i) by issuing a series of revenue bonds in the aggregate principal amount not to exceed \$11,000,000, (ii) by borrowing up to \$8,750,000 from JobsOhio, and (iii) by borrowing up to \$750,000 from Lucas County, Ohio; and (B) to lease the Series 2016B Project to Dana.

NOW, THEREFORE, Be It Resolved by the Board of Directors of the Toledo-Lucas County Port Authority:

Section 1. Definitions. In addition to the words and terms elsewhere defined in this Bond Legislation, the following words and terms as used in this Bond Legislation shall have the following meanings unless otherwise provided and unless the context or use indicates another or different meaning or intent:

“Act” means Section 13 of Article VIII of the Ohio Constitution, Ohio Revised Code Chapter 4582, as enacted and amended from time to time, and Ohio Revised Code Section 122.012, as enacted and amended from time to time.

“Authorized Denominations” means \$100,000 and any integral multiple of \$5,000 in excess thereof, or such other denominations as may be designated in the Certificate of Award.

“Basic Indenture” means the Trust Indenture between the Port Authority and the Trustee dated as of August 15, 1988.

“Bond Fund” means the Bond Fund created by the Basic Indenture.

“Bond Legislation” means this resolution and the Certificate of Award executed pursuant to this resolution, as either or both may be amended from time to time.

“Bond Purchase Agreement” means, as to the Series 2016B Bonds (i) the Amended and Restated Bond Purchase and Private Shelf Agreement dated as of March 8, 2012 between the Port Authority and the Prudential Insurance Company affiliates identified therein (“Prudential”) if the Original Purchaser is Prudential, and (ii) any bond purchase agreement for the Series 2016B Bonds between the Port Authority and the Original Purchaser if the Original Purchaser is not Prudential.

“Bond Reserve Deposit” means the amount to be deposited in the Series 2016B PRF Principal Subaccount in the Series 2016B PRF Account in the Primary Reserve Fund, which amount shall be provided as set forth in the Certificate of Award.

“Bonds” means Bonds as defined in the Basic Indenture.

“Bond Service Charges” means, for any period or payable at any time, the principal of and interest and any premium on the Series 2016B Bonds for that period or payable at that time, whether due at maturity or upon acceleration or redemption.

“Book Entry Form” or “book entry system” means a form or system under which (a) the ownership of book entry interests in Series 2016B Bonds and the principal of and interest on the Series 2016B Bonds may be transferred only through a book entry, and (b) physical Series 2016B Bond certificates in fully registered form are issued only to a Depository or its nominee as registered owner, with the physical Series 2016B Bond certificates “immobilized” in the custody of the Depository. The book entry maintained by others than the Trustee is the record that identifies the owners of book entry interests in those Series 2016B Bonds and that principal and interest.

“Certificate of Award” means the certificate or certificates executed by the Executive, the Fiscal Officer, or both pursuant to Section 3 of this Bond Legislation.

“Contracting Party” means Dana Limited, an Ohio limited liability company.

“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 of book entry interests in bonds or the principal of and interest on bonds, and to effect transfers of series of bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Disbursing, Payment and Collateral Agreement” means the Disbursing, Payment and Collateral Agreement dated as of the date of the Series 2016B Supplemental Indenture by and between the Trustee, JobsOhio, Lucas County, Ohio, The Bank of New York Mellon Trust Company, N.A. and the Port Authority, setting forth terms and conditions relating to (i) disbursement of funds to pay costs of the Series 2016B Project, (ii) payment of Bond Service Charges and amounts payable under the JobsOhio Agreement and the Lucas County Agreement, and (iii) priority of claims under the Mortgages.

“Disclosure Statement” means the Private Placement Memorandum or other offering document authorized by this Bond Legislation for use in connection with the initial sale of the Series 2016B Bonds.

“Executive” means the President of the Port Authority or the Chair or Vice Chair of the Legislative Authority.

“Financial Advisor” means DiPerna & Company, LLC.

“Fiscal Officer” means the Secretary and Fiscal Officer or an Assistant Secretary and Fiscal Officer of the Port Authority.

“Holder” means the person in whose name a Series 2016B Bond is registered on the register maintained initially by the Trustee.

“Indenture” means the Basic Indenture and all supplements or amendments to the Basic Indenture.

“Interest Payment Date” means the fifteenth day of each May and November, commencing with the May 15 or November 15 specified in the Certificate of Award, or such other dates as may be designated in the Certificate of Award.

“JobsOhio Agreement” means the loan agreement dated as of the date of the Series 2016B Supplemental Indenture between the Port Authority and JobsOhio providing for a loan of up to \$8,750,000 from JobsOhio to the Port Authority.

“JobsOhio Mortgage” means the Open-End Mortgage and Security Agreement dated as of the date of the JobsOhio Agreement pursuant to which the Port Authority grants to JobsOhio a mortgage on and security interest in the Series 2016B Project to secure the Port Authority’s obligations under the JobsOhio Agreement.

“Legal Officer” means the Staff Counsel of the Port Authority.

“Legislative Authority” means the Board of Directors of the Port Authority.

“Lucas County Agreement” means the loan agreement dated as of the date of the Series 2016B Supplemental Indenture between the Port Authority and Lucas County, Ohio providing for a loan of up to \$750,000 from Lucas County, Ohio to the Port Authority.

“Lucas County Mortgage” means the Open-End Mortgage and Security Agreement dated as of the date of the Lucas County Agreement pursuant to which the Port Authority grants to Lucas County, Ohio a mortgage on and security interest in the Series 2016B Project to secure the Port Authority’s obligations under the Lucas County Agreement.

“Mortgages” means the Series 2016B Mortgage, the JobsOhio Mortgage, and the Lucas County Mortgage.

“Original Purchaser” means the entity or entities designated as such in the Certificate of Award.

“Participant” means any participant contracting with a Depository under a book entry system and includes securities brokers and dealers, banks and trust companies, and clearing corporations.

“Pledged Revenues” means Pledged Revenues as defined in the Basic Indenture.

“Primary Reserve Fund” means the Primary Reserve Fund created by the Basic Indenture.

“Project Fund” means the Project Fund created by the Basic Indenture.

“Series” means Series as defined in the Basic Indenture.

“Series 2016B Agreement” means the Lease dated as of the first day of the month in which the Certificate of Award is executed and delivered, or such other date as may be designated in the Certificate of Award, between the Port Authority and Dana, as it may be duly amended or supplemented from time to time, providing for the lease of the Series 2016B Project to Dana.

“Series 2016B Assignment of Lease” means the Assignment of Lease from the Port Authority to The Bank of New York Mellon Trust Company, N.A. dated as of the date of the Series 2016B Supplemental Indenture.

“Series 2016B Bonds” means, the revenue bonds authorized by this Bond Legislation to be issued under the Northwest Ohio Bond Fund Program pursuant to the Series 2016B Supplemental Indenture.

“Series 2016B Project” means the Series 2016B Project, as defined in the Series 2016B Agreement, being “port authority facilities” as defined in the Act.

“Series 2016B Mortgage” means the Open-End Mortgage and Security Agreement dated as of the date of the Series 2016B Supplemental Indenture pursuant to which the Port Authority grants to the Trustee a mortgage on and security interest in the Series 2016B Project to secure the Bonds.

“Series 2016B Supplemental Indenture” means the Supplemental Trust Indenture authorized by this Bond Legislation securing the Series 2016B Bonds, dated as of the same date as the Series 2016B Agreement or such other date as may be set forth in the Certificate of Award, between the Port Authority and the Trustee, as it may be duly amended or supplemented from time to time, a numerical designation of which is to be assigned as provided in Section 3(a) of this Bond Legislation.

“Special Funds” means, collectively, the Special Funds as established under and identified in the Basic Indenture and in the custody of the Trustee.

“State” means the State of Ohio.

“Supplemental Indenture” means Supplemental Indenture as defined in the Basic Indenture.

“Trustee” means The Bank of New York Mellon Trust Company, N.A., or any successor Trustee permitted under the Indenture.

The captions and headings in this Bond Legislation are solely for convenience of reference and do not define, limit or describe the scope or intent of any provisions or Sections of this Bond Legislation. Words or terms used herein with initial capital letters and not defined herein shall have the meanings given to them in the Basic Indenture and the Series 2016B Supplemental Indenture.

Section 2. Determinations by Legislative Authority. This Legislative Authority determines that: it is necessary and proper and in the best interest of the Port Authority to, and the Port Authority shall (i) issue, sell and deliver the Series 2016B Bonds in the maximum aggregate principal amount of \$11,000,000 at this time, as provided and authorized herein and in the Indenture, including the Series 2016B Supplemental Indenture and pursuant to the authority of the Act; (ii) enter into the JobsOhio Agreement pursuant to which the Port Authority shall borrow up to \$8,750,000 from JobsOhio; (iii) enter into the Lucas County Agreement pursuant to which the Port Authority shall borrow up to \$750,000 from Lucas County, Ohio; (iv) use the proceeds of the Series 2016B Bonds and the amounts of the foregoing loans to pay the costs of, and refinance certain obligations previously incurred with respect to, the Series 2016B Project; and (v) lease the Series 2016B Project to Dana. The Series 2016B Project constitutes “port authority facilities” as defined in the Act, and is consistent with the purposes of the Act; and the utilization of the Series 2016B Project is in furtherance of the purposes of the Act and will benefit the people of the State by creating jobs and employment opportunities and improving the economic welfare of the people of the State.

Section 3. Terms and Provisions of the Series 2016B Bonds.

(a) Generally. The Series 2016B Bonds (i) shall be issued, unless a Supplemental Indenture shall have been executed and delivered pursuant to Section 8.02(h) of the Basic Indenture, only in fully registered form, substantially in the form utilized for prior Series of Taxable Bonds; (ii) shall be exchangeable for Series 2016B Bonds of the same Series and of Authorized Denominations, as provided in the Indenture; (iii) shall be numbered in such manner as determined by the Trustee in order to distinguish each Series 2016B Bond from any other Series 2016B Bond; (iv) shall be in Authorized Denominations; (v) shall be subject to optional and mandatory sinking fund redemption in the amounts and at the times and prices for which provision is made in the Certificate of Award and in the manner set forth in this Bond Legislation and upon the conditions set forth in the Indenture; (vi) shall be dated as of the date designated in the Certificate of Award; and (vii) shall be signed by the Executive and the Fiscal Officer in their official capacities; provided, that either or both of such signatures may be a facsimile. Each Series 2016B Bond shall bear interest, payable on the Interest Payment Dates, from the most recent date to which interest has been paid or duly provided for or, if no interest has been paid or duly provided for, from its date. The Series 2016B Bonds shall be issued in one or more series as may be determined by the Executive or Fiscal Officer in the Certificate of Award. The Series 2016B Bonds shall initially be designated “Toledo-Lucas County Port Authority Taxable Development Revenue Bonds (Northwest Ohio Bond Fund) Series 2016B (Dana Project)” or as otherwise may be determined by the Executive or Fiscal Officer in the Certificate of Award consistent with the Disclosure Statement utilized in connection with the initial sale of the Series 2016B Bonds and as may be appropriate in order to distinguish the Series 2016B Bonds from the several other Series of Bonds issued under the Basic Indenture or otherwise theretofore executed and delivered. The Series 2016B Supplemental Indenture shall be designated as the “Eightieth Supplemental Trust Indenture” or as otherwise may be determined by the Executive or Fiscal Officer in the Certificate of Award consistent with the Disclosure Statement utilized in connection with the initial sale of the Series 2016B Bonds and as may be appropriate in order to distinguish the Series 2016B Supplemental Indenture from the respective Supplemental

Indentures securing the several other Series of Bonds issued under the Basic Indenture or otherwise theretofore executed and delivered.

(b) Book Entry System. Notwithstanding any other provisions of this Bond Legislation or the Indenture, if it is determined in the Certificate of Award that it is in the best interest of and financially advantageous to the Port Authority, the Series 2016B Bonds may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Series 2016B Bonds may be issued in the form of a single, fully registered Series 2016B Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) except as otherwise provided in the Series 2016B Supplemental Indenture, the book entry interest owners of Series 2016B Bonds in book entry form shall not have any right to receive Series 2016B Bonds in the form of physical securities or certificates; (iii) ownership of book entry interests in Series 2016B Bonds in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of book entry interests shall be made only by book entry by the Depository and its Participants; and (iv) the Series 2016B Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the Port Authority.

(c) Interest Rates and Principal Maturities. The Executive or the Fiscal Officer shall execute the Certificate of Award at or prior to the time the Series 2016B Bonds are issued. The Series 2016B Bonds shall bear interest at the annual rate or rates per year, payable on each Interest Payment Date (provided that the Certificate of Award may provide for a delay of not to exceed twelve months in the first Interest Payment Date), and shall mature and be subject to mandatory redemption on May 15 or November 15, or both, in the years and in the principal amounts, all as shall be set forth in the Certificate of Award; provided, that no rate of interest therein specified shall exceed the maximum rate permitted by law. The Certificate of Award shall fix the aggregate principal amount of the Series 2016B Bonds to be issued provided the aggregate principal amount of the Series 2016B Bonds shall not exceed \$11,000,000. The Certificate of Award shall fix the maturity or maturities and the optional and mandatory redemption provisions, including any mandatory sinking fund redemption provisions, of the Series 2016B Bonds so as to provide to the Port Authority with the lowest feasible interest cost but within the amount that is reasonably expected to be realized from payments made by Dana under the Series 2016B Agreement. The procedures, credits and conditions for the satisfaction of the mandatory sinking fund requirements shall be as set forth in the Basic Indenture.

(d) Certificate of Award. The terms and provisions set forth in this Section 3 for the Series 2016B Bonds may be altered through a determination made by the Executive or Fiscal Officer in the Certificate of Award. Other terms of the Series 2016B Bonds may be specified in the Certificate of Award or the Series 2016B Supplemental Indenture. All matters determined in the Certificate of Award, as the same may be amended or supplemented, shall be conclusive and binding.

Section 4. Sale of the Series 2016B Bonds; Disclosure Statement. The Series 2016B Bonds shall be sold in a direct sale and are hereby awarded to the Original Purchaser at the

purchase price set forth in the Certificate of Award, plus any accrued interest from their date to the date of their delivery and payment therefor. Fees payable in connection with the issuance and sale of the Series 2016B Bonds, including any fees under the Bond Purchase Agreement and any fees of the Port Authority's Financial Advisor, bond counsel, and disclosure counsel may be paid from the proceeds of the Series 2016B Bonds or other available amounts and are hereby appropriated for that purpose.

The Executive and the Fiscal Officer are directed to make the necessary arrangements on behalf of the Port Authority to establish the date, location, procedure and conditions for the delivery of Series 2016B Bonds to the Original Purchaser. Those officers are further directed to take all actions necessary to effect due execution, authentication and delivery of the Series 2016B Bonds under the terms of this Bond Legislation, the Bond Indenture, the Series 2016B Supplemental Indenture and the Bond Purchase Agreement.

It is determined by this Legislative Authority that the price for and the terms of the Series 2016B Bonds, and the sale thereof, all as provided in this Bond Legislation, the Bond Indenture, the Series 2016B Supplemental Indenture and the Bond Purchase Agreement, are in the best interests of the Port Authority and are in compliance with all legal requirements.

The distribution of a Disclosure Statement of the Port Authority, substantially in the form used in connection with prior Series of Taxable Bonds, relating to the initial sale of the Series 2016B Bonds, but with modifications necessary to reflect the method of sale and the terms of the Series 2016B Bonds, is hereby approved. The Executive, the Fiscal Officer and any other official of the Port Authority are each hereby authorized and directed to complete and execute, on behalf of the Port Authority and in their official capacities, a final Disclosure Statement, which final Disclosure Statement shall be substantially in the form of the preliminary Disclosure Statement if a preliminary Disclosure Statement has been distributed with such modifications, changes and supplements as are necessary or desirable for the purposes thereof as such officers shall approve. Such officers are authorized to use and distribute, or authorize the use and distribution of, any preliminary Disclosure Statement and the final Disclosure Statement and any supplements thereto as so executed in connection with the issuance of the Series 2016B Bonds, and are each authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of any preliminary Disclosure Statement and the final Disclosure Statement and any supplements thereto as the officer acting deems necessary or appropriate to protect the interests of the Port Authority. The Executive, the Fiscal Officer, and any other official of the Port Authority are each authorized to execute and deliver, on behalf of the Port Authority and in their official capacities, such certificates in connection with the accuracy of any preliminary Disclosure Statement, the final Disclosure Statement and any supplements thereto as, in their judgment, may be necessary or appropriate.

Section 5. Application of Proceeds of the Series 2016B Bonds. The proceeds of the sale of the Series 2016B Bonds shall be allocated and deposited as set forth in the Certificate of Award.

Section 6. Security for the Series 2016B Bonds. As provided in the Indenture, the Series 2016B Bonds shall be payable solely from the Pledged Revenues and the funds established

under the Basic Indenture and shall be secured equally and ratably (i) by an assignment of and a lien on (A) the Special Funds, (B) the Pledged Revenues, and (C) such collateral as may from time to time be assigned, provided, however, that any assignment of or lien on any fund, account, receivables, revenues, money or other intangible property not in the custody of the Trustee shall be valid and enforceable only to the extent permitted by law, and (ii) by the Indenture. Nothing in the Series 2016B Bonds, the Bond Legislation, or the Indenture shall constitute a general obligation, debt or bonded indebtedness of the Port Authority; neither the general resources of the Port Authority shall be required to be used, nor the general credit of the Port Authority pledged, for the performance of any duty under the Series 2016B Bonds, the Bond Legislation, or the Indenture; and, further, nothing therein gives the Holders of the Series 2016B Bonds, and they do not have, the right to have excises or taxes levied by this Legislative Authority, or by the State or the taxing authority of any other political subdivision, for the payment of principal of, redemption premium, if any, and interest on the Series 2016B Bonds, but the Series 2016B Bonds are payable from the Pledged Revenues and the funds established under the Indenture as provided herein and in the Indenture, and each Series 2016B Bond shall contain a statement to that effect; provided, however, that nothing in this Bond Legislation shall be deemed to prohibit the Port Authority, of its own volition, from using to the extent it is lawfully authorized to do so, any other resources or revenues for the fulfillment of any of the terms, conditions or obligations of the Series 2016B Bonds, the Bond Legislation, or the Indenture.

Section 7. Covenants of Port Authority. The Port Authority, by issuance of the Series 2016B Bonds and agrees with the Holders, that:

(a) Use of Proceeds. The Port Authority will use, or cause to be used, the proceeds of the Series 2016B Bonds for the purposes set forth in Section 5 hereof.

(b) Segregation of Funds. The Port Authority will segregate, for accounting purposes, the Pledged Revenues and the funds established under the Indenture from all other revenues and funds of the Port Authority.

(c) Transcript of Proceedings. The Fiscal Officer, or other appropriate officer of the Port Authority will furnish to the Original Purchaser and to the Trustee a true transcript of proceedings, certified by the Fiscal Officer or other officer, of all proceedings had with reference to the issuance of the Series 2016B Bonds together with such information from the Port Authority's records as is necessary to determine the regularity and validity of such issuance.

(d) Further Actions and Delivery of Instruments. The Port Authority will, at any and all times, cause to be done all such further acts and things and cause to be executed and delivered all such further instruments as may be necessary to carry out the purpose of the Series 2016B Bonds and this Bond Legislation or as may be required by the Act and will comply with all requirements of law applicable to the Series 2016B Bonds.

(e) Observance and Performance of Agreements and Obligations. The Port Authority will observe and perform all its agreements and obligations provided for by the Series 2016B Bonds, the Bond Legislation and the Indenture. All of the obligations under the Bond Legislation, the Indenture and the Series 2016B Supplemental Indenture, are hereby established as duties

specifically enjoined by law and resulting from an office, trust or station upon the Port Authority within the meaning of Ohio Revised Code Section 2731.01.

Section 8. Series 2016B Supplemental Indenture, Series 2016B Agreement, JobsOhio Agreement, Lucas County Agreement, Mortgages, Series 2016B Assignment, Disbursing, Payment and Collateral Agreement and Bond Purchase Agreement. The Executive and the Fiscal Officer are hereby authorized and directed, for and in the name of the Port Authority and on its behalf, to execute and deliver: (a) the Series 2016B Supplemental Indenture, to secure the payment of the Bond Service Charges on the Series 2016B Bonds; (b) the Series 2016B Agreement, to provide for the lease of the Series 2016B Project to Dana; (c) the JobsOhio Agreement providing for the loan of up to \$8,750,000 by JobsOhio to the Port Authority; (d) the Lucas County Agreement providing for the loan of up to \$750,000 by Lucas County, Ohio to the Port Authority; (e) the Mortgages; (f) the Series 2016B Assignment; (g) the Disbursing, Payment and Collateral Agreement; and (h) if the Original Purchaser is not Prudential, the Bond Purchase Agreement, to provide for the sale of the Series 2016B Bonds; provided, that all such documents shall be in substantially the form used in connection with the issuance of prior Taxable Bonds, with such modifications as are necessary to conform to this Bond Legislation, after approval thereof by the Legal Officer. The forms of the aforesaid documents are approved with such changes therein as are not inconsistent with this Bond Legislation and not substantially adverse to the Port Authority and which are permitted by the Act and shall be approved by the officers executing those documents. The approval of such changes, and that such changes are not substantially adverse to the Port Authority, shall be conclusively evidenced by the execution of those documents by those officials.

Section 9. Other Actions and Documents. The Executive and the Fiscal Officer are each authorized and directed to take such further actions and execute any certifications, financing statements, assignments, agreements, instruments, and other documents that are necessary or appropriate to perfect the assignments contemplated in the Indenture and to consummate the transactions contemplated in this Bond Legislation and the agreements authorized hereby.

Section 10. Severability. Each section of this Bond Legislation and each subdivision or paragraph of each section hereof is hereby declared to be independent and the finding or holding of any section or any subdivision or paragraph of any section thereof to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision or paragraph of this Bond Legislation.

Section 11. Repeal of Resolution 55-16. Resolution 55-16 adopted by this Board on July 28, 2016 is hereby repealed.

Section 12. Compliance with Open Meeting Law. It is found and determined that all formal actions of this Legislative Authority concerning and relating to the passage of this Bond Legislation were taken in an open meeting of this Legislative Authority, and that all deliberations of this Legislative Authority and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law.

Section 13. Effective Date. This Bond Legislation shall be in full force and effect upon its passage.

Approved:

James M. Tuschman, Chairman

Yeas:

Nays:

Paul L. Toth, Jr., Secretary