

COMMON COUNCIL OF
CITY OF MANITOWOC, WISCONSIN

RESOLUTION NO. 2019 - _____

**FINAL RESOLUTION REGARDING
INDUSTRIAL DEVELOPMENT REVENUE BOND FINANCING
FOR RED LINE PLASTICS, LLC PROJECT**

BE IT RESOLVED by the Common Council of the City of Manitowoc, Wisconsin (the “Issuer”), as follows:

Section 1 Recitals.

1.01 Under Wisconsin Statutes, Section 66.1103, as amended (the “Act”), the Issuer is authorized and empowered to issue revenue bonds to finance eligible costs of qualified “projects” (as defined in the Act), and to enter into “revenue agreements” (as defined in the Act) with “eligible participants” (as defined in the Act).

1.02 Pursuant to an initial resolution duly adopted on June 18, 2018 (the “Initial Resolution”) and an amended initial resolution duly adopted on December 17, 2018 (the “Amended Initial Resolution”), the Issuer expressed its intention to issue industrial development revenue bonds of the Issuer in an amount not to exceed \$10,000,000 (the “Bonds”) to finance a project on behalf of Red Line Plastics, LLC, a Wisconsin limited liability company, and/or a related entity, and/or a limited liability entity to be formed, consisting of the (i) acquisition of land, (ii) construction of an approximately 100,000 square foot facility to be located at the southern section of parcel no. 05244900603100 (*which parcel was formerly identified as 05244900603000 in the Initial Resolution and Amended Initial Resolution*) off of South 59th Street in the City of Manitowoc, Wisconsin (the “Facility”) and operated by Red Line Plastics, LLC to manufacture powersports luggage products and rotomolded plastic components for the marine, agriculture, construction, ATV/UTV, medical, and material transport markets, (iii) acquisition and installation of equipment at the Facility, and (iv) payment of certain professional costs and costs of issuance (collectively, the “Project”). Notices regarding adoption of the Initial Resolution and the Amended Initial Resolution were published as provided in the Act, and no petition requesting a referendum upon the question of issuance of the revenue bonds has been filed.

1.03 Pursuant to Wisconsin Statutes, Section 66.1103, as amended, the Issuer may finance a project which is located entirely within the geographic limits of the Issuer.

1.04 Drafts of the following documents have been submitted to this Common Council and are ordered filed in the office of the City Clerk:

- (a) a Bond Agreement (the “Bond Agreement”), proposed to be entered into among Red Line Plastics, LLC, a Wisconsin limited liability company (“Red Line”), Webster Family Holdings, LLC, a Wisconsin limited liability company (“Holdings”), and Charles M. Webster,

Jr., an adult resident of the State of Florida (“Webster” and collectively with Red Line and Holdings, the “Borrower”), the Issuer, PNC Bank, National Association, as paying agent (the “Paying Agent”) and PNC Bank, National Association, as original purchaser (the “Original Purchaser”);

(b) a Promissory Note from the Borrower to the Issuer, and assigned by the Issuer to the Paying Agent; and

(c) a No Arbitrage Certificate.

Section 2 Findings and Determinations.

It is hereby found and determined that:

(a) based on representations of the Borrower, the Project constitutes a “project” authorized by the Act;

(b) a public hearing has been duly held on February 18, 2019 in accordance with the provisions of Section 147(f) of the Internal Revenue Code of 1986, as amended, at which residents of the City of Manitowoc, Wisconsin were given an opportunity to be heard in regard to the proposed issuance of the Bonds and the nature and location of the proposed Project;

(c) the purpose of the Issuer's financing costs of the Project, is and the effect thereof will be, to promote the public purposes set forth in the Act;

(d) it is desirable that a series of revenue bonds in the aggregate principal amount not to exceed \$10,000,000 be issued by the Issuer upon the terms set forth in the Bond Agreement, under the provisions of which the Issuer's interest in the Bond Agreement (except for certain rights as provided therein) and the loan repayments will be assigned to the Paying Agent as security for the payment of principal of, and interest on, and premium, if any, on, all the Bonds outstanding under the Bond Agreement;

(e) the loan payments provided for in the Bond Agreement, and the formulas set out for revising those payments under the Bond Agreement as required under the Act, are sufficient to produce income and revenue to provide for prompt payment of principal of, and interest on, and premium, if any, on Bonds issued under the Bond Agreement when due; the amount necessary in each year to pay the principal of, and interest on, the Bonds is the sum of the principal of, and interest on, the Bonds due in such year, whether on a stated payment date, a redemption date, or otherwise; the Bond Agreement provides that the Borrower shall provide for the maintenance of the Project in good repair, keeping it properly insured; and

(f) under the provisions of the Act, the Bonds shall be limited obligations of the Issuer, and the Bonds do not constitute an indebtedness of the Issuer, within the meaning of any state constitutional or statutory provision, and do not constitute nor give rise to a charge against the Issuer’s general credit or taxing powers or a pecuniary liability of the Issuer.

Section 3 Approvals and Authorizations.

3.01 This resolution shall constitute the approval of the Bonds within the meaning of Section 147(f) of the Internal Revenue Code of 1986, as amended, and the Bonds are hereby approved. There is hereby approved the issuance by the Issuer of its industrial development revenue bonds (specifically, the Bonds) in an aggregate principal amount not to exceed \$10,000,000 for the purpose of financing the Project.

The Issuer shall proceed to issue its Industrial Development Revenue Bonds, Series 2019 (Red Line Plastics, LLC Project), in the aggregate principal amount not to exceed \$10,000,000, in the form and upon the terms set forth in the Bond Agreement, which terms, including without limitation, interest rates, redemption provisions and maturity, are for this purpose incorporated in this resolution and made a part hereof. The terms are hereby approved without further action by the Issuer, and the Mayor and City Clerk are authorized and directed to execute and deliver the documents listed in Section 1.04 herein, which are hereby approved, together with such subsequent changes as may be requested and approved by bond counsel and the Issuer's attorney, and such other documents, agreements, instruments or certificates as are deemed necessary or desirable by the Issuer's attorney and bond counsel, including an Internal Revenue Service Form 8038.

The Mayor and the City Clerk are authorized and directed to execute and seal the Bonds as prescribed in the Bond Agreement and to deliver them to the Paying Agent (together with a certified copy of this resolution and any other documents required by the Bond Agreement) for authentication by the Paying Agent and delivery to the Original Purchaser. Officers of the Issuer are authorized to take all actions as may be required on the part of the Issuer to carry out, give effect to, and consummate the transactions contemplated by the Bond Agreement.

3.02 The publication in the official newspaper of the Issuer of the notice for the public hearing referred to in Section 2(b) of this resolution, and such notice of public hearing as so published, are hereby ratified.

3.03 The Issuer hereby elects to have the provisions of Section 144(a)(4)(A) of the Internal Revenue Code of 1986, as amended, apply to the Bonds.

3.04 The Mayor and the City Clerk and other officers of the Issuer are authorized to prepare and furnish to the Paying Agent and bond counsel certified copies of all proceedings and records of the Issuer relating to the Bonds, and such other affidavits and certificates as may be required by the Paying Agent and bond counsel to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them.

3.05 The approval hereby given to the various documents referred to in this resolution includes the approval of such additional details therein as may be necessary and appropriate for their completion and such modifications thereto, deletions therefrom and additions thereto as may be approved by the Issuer's attorney and bond counsel. The execution of any document by the appropriate officer or officers of the Issuer herein authorized shall be conclusive evidence of the approval by the Issuer of such document in accordance with the terms hereof.

3.06 PNC Bank, National Association shall initially assume and perform the duties of Paying Agent.

3.07 Notice of sale of the Bonds, in the form attached hereto as Exhibit A, shall be published in the official newspaper of the Issuer as a class 1 notice under Chapter 985 of the Wisconsin Statutes as soon as practicable following the closing and funding of the Bonds.

3.08 The Bonds shall be limited obligations of the Issuer payable by it solely from revenues and income derived by or for the account of the Issuer from or for the account of the Borrower pursuant to the terms of the Bond Agreement. As security for the payment of the principal of, premium, if any, and interest on the Bonds, the Issuer shall pledge and assign to the Paying Agent all of its right, title and interest in and to the trust estate described in the Bond Agreement.

3.09 All out-of-pocket costs of the Issuer, including attorneys' fees, in connection with the issuance and sale of the Bonds shall be paid from the proceeds of the Bonds or by the Borrower.

Passed and adopted at a regular meeting of the Common Council of the City of Manitowoc, Wisconsin this 18th day of February, 2019.

APPROVED:

Justin Nichols, Mayor

ATTEST:

Deborah Neuser, City Clerk

CERTIFICATION BY CITY CLERK

I, Deborah Neuser, being first duly sworn, hereby certify that I am the duly qualified City Clerk of the City of Manitowoc, Wisconsin (the "Issuer"), and as such I have in my possession, or have access to, the complete corporate records of the Issuer and of its Common Council; that I have carefully compared the transcript attached hereto with the aforesaid records; and that said transcript attached hereto is a true, correct and complete copy of all the records in relation to the adoption of Resolution No. ____ entitled:

FINAL RESOLUTION REGARDING
INDUSTRIAL DEVELOPMENT REVENUE BOND FINANCING
FOR RED LINE PLASTICS, LLC PROJECT

I hereby further certify as follows:

1. Said Resolution was considered for adoption by the Common Council of the Issuer at a meeting held at City Hall, 900 Quay Street, Manitowoc, Wisconsin at ____ p.m. on February 18, 2019 at a regular meeting of the Common Council and was held in open session.

2. Said Resolution was on the agenda for said meeting and public notice thereof was given not less than twenty-four (24) hours prior to the commencement of said meeting in compliance with Section 19.84 of the Wisconsin Statutes, including, without limitation, by posting on the bulletin board in the City Hall, by notice to those news media who have filed a written request for notice of meetings, and by notice to the official newspaper of the Issuer.

3. Said meeting was called to order by _____, who chaired the meeting. Upon roll, I noted and recorded that the following alderpersons were present:

_____	_____
_____	_____
_____	_____
_____	_____

and that the following alderpersons were absent:

_____	_____
_____	_____

I noted and recorded that a quorum was present. Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was said Resolution, which was introduced, and its adoption was moved by _____ and seconded by _____. Following discussion and after all alderpersons who desired to do so had expressed their views for or against said Resolution, the question was called, and upon roll being called and the continued presence of a quorum being noted, the recorded vote was as follows:

AYE:

NAY:

ABSTAINED:

Whereupon the meeting chair declared said Resolution adopted, and I so recorded it.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Issuer hereto on this 18th day of February, 2019.

CITY OF MANTOWOC, WISCONSIN

[SEAL]

By: _____
Deborah Neuser, City Clerk

EXHIBIT A

NOTICE TO THE ELECTORS

On February 18, 2019, a resolution was offered, read, approved and adopted whereby the City of Manitowoc, Wisconsin authorized the issuance and sale of its Industrial Development Revenue Bonds, Series 2019 (Red Line Plastics, LLC Project) in an amount not to exceed \$10,000,000 (the "Bonds"). The closing of this bond sale was held on _____, 2019. A copy of all proceedings had to date with respect to the authorization and sale of said Bonds is on file and may be examined in the office of the City Clerk, 900 Quay Street, Manitowoc, Wisconsin.

This notice is given pursuant to Section 893.77, Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this notice.

Deborah Neuser, City Clerk
City of Manitowoc, Wisconsin