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989-224-5120**



Administrator
Ryan L. Wood
Clerk of the Board
Diane Zuker

**County of Clinton
State of Michigan**

RESOLUTION 2020-10

**AUTHORIZING ISSUANCE AND SALE OF
GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2020
TO FINANCE CAPITAL IMPROVEMENTS FOR
EMERGENCY 9-1-1 CENTRAL DISPATCH CENTER**

A RESOLUTION TO APPROVE:

- Issuance of up to \$8,000,000 of bonds to finance capital improvements for the Clinton County Central Dispatch Center;
- Bonds to be a First Budget Obligation secured by pledge of County's Full Faith and Credit;
- County Administrator to sell Bonds within parameters of this Resolution without further approval of County Board of Commissioners;
- Other matters necessary to prepare for sale and delivery of Bonds.

PREAMBLE

WHEREAS, the County of Clinton, Michigan (the "County") determines it to be necessary for the public health, safety and welfare of the County and its residents to acquire, install and construct communications equipment and related facility improvements for the Clinton County Emergency 9-1-1 Central Dispatch Center (the "Project"); and

WHEREAS, Section 517 of the Revised Municipal Finance Act, Act No. 34, Public Acts of Michigan, 2001, as amended ("Act 34") authorizes a county to issue municipal securities to pay the cost of any capital improvement items within the limitations provided by law; and

WHEREAS, the County wishes to issue its General Obligation Limited Tax Bonds, Series 2020 under Section 517 of Act 34 in an amount not to exceed Eight Million Dollars (\$8,000,000) (the "Bonds") for the purpose of financing costs of acquisition and construction of the Project; and

WHEREAS, the County intends to pay debt service on the Bonds from monthly surcharges collected on phones and cellular devices under the Emergency 9-1-1 Service Enabling Act, Act No. 32, Public Acts of Michigan, 1986, as amended (the "9-1-1 Act"); and

WHEREAS, a Notice to Electors of the County of intent to issue the Bonds and right of referendum thereon was published in the Lansing State Journal accordance with Act 34, and no petitions for referendum were filed with the County Clerk; and

WHEREAS, the County Board of Commissioners wishes to authorize the County Administrator to sell and deliver and receive payment for the Bonds without the necessity of the County Board of Commissioners taking further action prior to sale and delivery of the Bonds.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Bonds of the County designated as the GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2020 are authorized to be issued in the aggregate principal sum of not to exceed Eight Million Dollars (\$8,000,000) for the purpose of paying all or part of the costs of acquiring and constructing the Project, including the costs incidental to the issuance, sale and delivery of the Bonds. The County Administrator may reduce the aggregate principal amount of the Bonds issued at the time of publication of the Notice of Sale for the Bonds (the "Notice of Sale") or at the time of sale of the Bonds.

The Bonds shall consist of Bonds in fully-registered form of the denomination of \$5,000, or integral multiples thereof, numbered as determined by the Transfer Agent (as hereinafter defined). The Bonds shall bear interest at the rates determined upon sale of the Bonds within the parameters provided by this resolution. The Bonds shall mature as serial or term bonds and be payable as to principal and interest at the times and in the manner as determined by the County Administrator at the time of sale of the Bonds. The Bonds shall be dated as of the date of delivery thereof, or such other date as determined by the County Administrator upon sale of the Bonds.

Principal of the Bonds shall be payable annually on November 1 or on such other date as determined by the County Administrator at the time of sale of the Bonds. The Bonds shall bear interest at the rates determined upon sale of the Bonds within the parameters provided by this resolution, payable semiannually on November 1st and May 1st of each year, beginning on the date determined upon sale of the Bonds.

The Bonds may be subject to optional or mandatory redemption prior to maturity at the times and prices and in the manner as determined by the County Administrator at the time of sale of the Bonds.

The County Administrator is hereby authorized to select a bank or trust company as transfer agent for the Bonds (the "Transfer Agent") or, if the purchaser of the Bonds does not require a third party transfer agent, to appoint an officer of the County as Transfer Agent. The County Administrator is hereby authorized to execute an agreement with the Transfer Agent on behalf of the County. The County reserves the right to replace the Transfer Agent at any time upon written notice to the registered owners of record of the Bonds not less than sixty (60) days prior to an interest payment date.

The Bonds may be issued in book-entry only form through The Depository Trust Company in New York, New York ("DTC") and the County Administrator is authorized to execute such custodial or other agreement with DTC as may be necessary to accomplish the issuance of the Bonds in book-entry only form, and to make such changes in the form of the Bonds within the parameters of this resolution as may be required to accomplish the foregoing. If the Bonds are not held in book-entry from through DTC then, if acceptable to the purchaser of the Bonds, the Bonds may be issued in the form of a single fully-registered, nonconvertible bond of the denomination of the principal sum issued, and principal of and interest on the Bonds shall be payable by check drawn by Transfer Agent and mailed to the registered owner or by wire transfer or other method of payment determined by agreement with the purchaser of the Bonds. Otherwise, the principal of the Bonds shall be payable upon presentation and surrender at the designated office of the Transfer Agent, and interest on the Bonds shall be payable by check drawn on the Transfer Agent mailed to the registered owner at the registered address, as shown on the registration books of the County maintained by the Transfer Agent, or other method of payment to the registered owner which conforms with market practice at the time of payment. Interest shall be payable to the person who is

the registered owner of record as of the fifteenth day of the month prior to the payment date for each interest payment. The date of determination of the registered owner for purposes of payment of interest as provided in this paragraph may be changed by the County to conform to market practice in the future. Notwithstanding the foregoing, if the Bonds are held in book-entry form by DTC, payment shall be made in the manner prescribed by DTC.

The Transfer Agent shall keep the books of registration for this issue on behalf of the County. Any Bond may be transferred upon such registration books by the registered owner of record, in person or by the registered owner's duly authorized attorney, upon surrender of the Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Transfer Agent. Whenever any Bond or Bonds shall be surrendered for transfer, the County shall execute and the Transfer Agent shall authenticate and deliver a new Bond or Bonds, for like aggregate principal amount. The Transfer Agent shall require the payment by the Bondholder requesting the transfer of any tax or other governmental charge required to be paid with respect to the transfer.

If in the future the County calls Bonds for redemption prior to maturity then official notice of redemption shall be given by the Transfer Agent on behalf of the County unless receipt of notice is waived by any registered owner of Bonds to be redeemed. Such notice shall be dated and shall contain at a minimum the following information: original issue date; maturity dates; interest rates; CUSIP numbers, if any; certificate numbers (and in the case of partial redemption) the called amounts of each certificate; the place where the Bonds called for redemption are to be surrendered for payment; and that interest on the Bonds or portions thereof called for redemption shall cease to accrue from and after the redemption date. In addition, further notice shall be given by the Transfer Agent in such manner as may be required or suggested by regulations or market practice at the applicable time, but no defect in such further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as prescribed herein.

The Bonds shall be executed in the name of the County with the manual or facsimile signatures of the Chairperson of the County Board of Commissioners and the County Clerk, and the corporate seal of the County shall be manually impressed or a facsimile thereof shall be printed on the Bonds. No Bond authorized under this resolution shall be valid until authenticated by an authorized representative of the Transfer Agent, unless the purchaser thereof does not require the Bonds to be authenticated. If the Bonds are not authenticated, then at least one signature on the Bonds shall be a manual signature. The Bonds shall be delivered to the Transfer Agent for authentication, if applicable, and be delivered by the Transfer Agent to the purchaser or other person in accordance with instructions from the County Administrator upon payment of the purchase price for the Bonds.

2. The County expressly and irrevocably pledges its full faith and credit for the prompt and timely payment of the principal of and interest on the Bonds. The Bonds shall be payable, as a first budget obligation, from the general fund of the County, and the County shall levy annually ad valorem taxes on all the taxable property in the County which, taking into consideration estimated delinquencies in tax collections, shall be fully sufficient to pay the principal and interest on the Bonds provided, however, that if at the time of making any such tax levy there shall be funds available from monthly surcharges collected on phones and cellular devices under the Emergency 9-1-1 Service Enabling Act, Act No. 32, Public Acts of Michigan, 1986, as amended, or other legally available funds for the payment of principal of and interest on the Bonds, then credit therefor may be taken against the levy for payment of the Bonds. The levy shall be subject to constitutional and statutory tax rate limitations.

3. The County Treasurer is authorized and directed to open a separate depository or trust account with a bank or trust company to be designated as the GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2020 DEBT RETIREMENT FUND (the "Debt Retirement Fund"). The Debt Retirement Fund may be pooled or combined with other debt retirement funds for issues of bonds of like character as provided by Act 34 or other state law. An amount sufficient to assure timely payment of the principal of and interest on the Bonds shall be transferred each year into the Debt Retirement Fund from funds legally available therefor. The County hereby pledges the monthly emergency telephone operational surcharges collected under the 9-1-1 Act as security for the payment of the Bonds and shall deposit such monies in the Debt Retirement Fund. The moneys deposited in the Debt Retirement Fund shall be used solely for the purpose of paying the principal of and interest on the Bonds and, as may be necessary, to rebate arbitrage earnings, if any, to the United States Department of Treasury as required by the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

The County may provide for the payment of principal of any of the Bonds issued as term bonds through the purchase of municipal securities in the open market at a price not greater than that payable on the next redemption date in order to satisfy all or part of the next succeeding scheduled mandatory redemption.

In the event a deposit of trust is made of cash or direct obligations of the United States or obligations the principal of and interest on which are guaranteed by the United States, or a combination thereof, the principal of and interest on which, without reinvestment, come due at times and in amounts sufficient to pay at maturity or irrevocable call for earlier optional or mandatory redemption, the principal of, premium, if any, and interest on the Bonds, this Resolution shall be defeased and the owners of the Bonds shall have no further rights under this Resolution except to receive payment of the principal of, premium, if any, and interest of the Bonds from the cash or securities deposited in trust and the interest and gains thereon and to transfer and exchange Bonds as provided herein.

4. The County Treasurer is authorized and directed to create a fund designated as the GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2020 PROJECT FUND (the "Project Fund"). At the discretion of the County Administrator, the County may deposit all or a portion of any premium received upon delivery of the Bonds in either the Debt Retirement Fund or the Project Fund. The remaining proceeds received upon delivery of the Bonds shall be deposited to the Project Fund.

Except for investment pending disbursement the moneys in the Project Fund shall be used solely and only to pay costs of the Project, any legal, financing or other expenses incidental thereto or to the issuance of the Bonds, and as may be necessary to rebate arbitrage earnings, if any, to the United States Department of Treasury as required by the Internal Revenue Code. Obligations so purchased as an investment of moneys of the Project Fund shall be deemed at all times to be a part of such fund, and the interest accruing thereon and any profit realized from such investment shall be credited to such fund. Moneys remaining in the Project Fund after completion of the Project may be used for any purpose permitted by law.

5. The Bonds shall be in substantially the following form with such revisions, additions and deletions as may be advisable or necessary to comply with the final terms of the Bonds established upon sale thereof:

[FORM OF BOND TO BE COMPLETED AFTER BOND SALE]

UNITED STATES OF AMERICA
STATE OF MICHIGAN

COUNTY OF CLINTON
GENERAL OBLIGATION LIMITED TAX BOND, SERIES 2020

<u>Interest Rate</u>	<u>Date of Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
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Registered Owner:

Principal Amount:

The COUNTY OF CLINTON, State of Michigan (the "County"), acknowledges itself to owe and for value received, hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, in lawful money of the United States of America, on the Date of Maturity specified above, unless prepaid prior thereto as hereinafter provided, with interest thereon (computed on the basis of a 360-day year consisting of twelve 30-day months) from the Date of Original Issue specified above or such later date to which interest has been paid, until paid, at the Interest Rate per annum specified above, first payable on [date] and semiannually thereafter. Principal of this bond is payable at the designated office of [transfer agent], Michigan, or such other transfer agent as the County may hereafter designate by notice mailed to the registered owner of record not less than sixty (60) days prior to any interest payment date (the "Transfer Agent"). Interest on this bond is payable by check or draft mailed by the Transfer Agent to the person or entity who or which is as of the fifteenth (15th) day of the month prior to each interest payment date, the registered owner of record, at the registered address.

This bond is one of a series of bonds of even Date of Original Issue aggregating the principal sum of [\$8,000,000], issued for the purpose of paying costs to acquire and construct capital improvements under and in pursuance of the provisions of Act 34, Public Acts of Michigan, 2001, as amended, and a resolution of the County Board of Commissioners adopted on [date].

The limited tax full faith, credit and resources of the County are pledged for the payment of the bonds of this issue, and the County has pledged that it shall pay the principal of and interest on the bonds of this issue as they mature as a first budget obligation from its general fund and, after taking into account funds which the County may have legally available for payment of principal of and interest on the bonds of this issue, shall levy annually ad valorem taxes on all taxable property in the County sufficient to pay the principal and interest on the bonds of this issue subject to applicable constitutional and statutory tax rate limitations.

Bonds of this issue are not subject to redemption prior to maturity at the option of the County.

[MANDATORY REDEMPTION]

[The bonds maturing [date] and [date] (the “Term Bonds”) are subject to mandatory sinking fund redemption by lot prior to maturity on November 1, in the years and amounts set forth below, at a price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption.]

<u>Term Bonds due [date]</u>	<u>Principal</u>	<u>Term Bonds due [date]</u>	<u>Principal</u>
<u>Redemption Dates</u>	<u>Amounts</u>	<u>Redemption Dates</u>	<u>Amounts</u>
[date]		[date]	
[date]		[date]	
[date]		[date]	
[date] (maturity)		[date] (maturity)	

[The principal amount of Term Bonds to be redeemed on the dates set forth above shall be reduced, in the order determined by the County, by the principal amount of Term Bonds of the same maturity which have been previously redeemed (other than as a result of a previous mandatory redemption requirement), or purchased or acquired by the County and delivered to the Transfer Agent for cancellation; provided, that each such Term Bond has not previously been applied as a credit against any mandatory redemption obligation.]

[In case less than the full amount of an outstanding bond is called for redemption, the Transfer Agent upon presentation of the bond called in part for redemption shall register, authenticate and deliver to the registered owner of record a new bond of the same maturity and in the principal amount of the portion of the original bond not called for redemption.]

[Notice of redemption shall be given by the Transfer Agent to each registered owner of bonds or portions thereof to be redeemed by mailing such notice not less than thirty (30) days prior to the date fixed for redemption to the registered owner at the address of the registered owner as shown on the registration books of the County kept by the Transfer Agent. Bonds shall be called for redemption in multiples of \$5,000, and bonds of denominations of more than \$5,000 shall be treated as representing the number of bonds obtained by dividing the denomination of the bonds by \$5,000, and such bonds may be redeemed in part. The notice of redemption for bonds redeemed in part shall state that, upon surrender of the bond to be redeemed, a new bond or bonds in the same aggregate principal amount equal to the unredeemed portion of the bonds surrendered shall be issued to the registered owner thereof with the same interest rate and maturity. No further interest on bonds or portions of bonds called for redemption shall accrue after the date fixed for redemption, whether the bonds have been presented for redemption or not, provided funds are on hand with the Transfer Agent to redeem the bonds or portion thereof.]

Any bond may be transferred by the person in whose name it is registered, in person or by the registered owner’s duly authorized attorney or legal representative, upon surrender of the bond to the Transfer Agent for cancellation, together with a duly executed written instrument of transfer in a form approved by the Transfer Agent. Whenever any bond is surrendered for transfer, the Transfer Agent shall authenticate and deliver a new bond or bonds, in like aggregate principal amount, interest rate and maturity. The Transfer Agent shall require the bondholder requesting the transfer to pay any tax or other governmental charge required to be paid with respect to the transfer. [The Transfer Agent shall not be required to issue, register the transfer of, or exchange any bond during a period beginning at the opening of business 15 days before the day of the mailing of a notice of redemption of bonds selected for redemption and ending at the close of business on the day of that mailing.]

It is hereby certified and recited that all acts, conditions and things required by law to be done, exist and happen, precedent to and in the issuance of this bond and the series of bonds of which this is one, in order to make them valid and binding obligations of the County have been done, exist and have happened in regular and due form and time as provided by law, and that the total indebtedness of the County, including this bond and the series of bonds of which this is one, does not exceed any constitutional or statutory debt limitation.

This bond is not valid or obligatory for any purpose until the Transfer Agent's Certificate of Authentication on this bond has been executed by the Transfer Agent.

IN WITNESS WHEREOF, the County, by its County Board of Commissioners, has caused this Bond to be signed in the name of the County by [the facsimile signatures of] its Chairperson and the County Clerk, and a facsimile of its corporate seal to be [manually impressed/printed] hereon, all as of the Date of Original Issue.

COUNTY OF CLINTON

By [After sale Bonds to be signed]
Chairperson
County Board of Commissioners

(Seal)

Countersigned:

By [After sale Bonds to be signed]
County Clerk

[INSERT STANDARD FORMS OF
TRANSFER AGENT'S CERTIFICATE OF AUTHENTICATION
AND ASSIGNMENT]

6. The County Administrator shall, in consultation with PFM Financial Advisors LLC (the "Municipal Advisor"), fix a date of sale for the Bonds and publish the Notice of Sale of the Bonds in *The Bond Buyer*, New York, New York, or such other newspaper as may fulfill the requirements of state law. The Notice of Sale for the Bonds shall be in substantially the following form, with such revisions as the County Administrator may determine to be in the best interests of the County.

OFFICIAL NOTICE OF SALE
\$8,000,000*
(Preliminary, subject to change)
COUNTY OF CLINTON

State of Michigan

GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2020

BID OPENING: Bids for the purchase of the above bonds (the “Bonds”) can be submitted as described below until [date], until [time] Eastern Time.

ELECTRONIC BIDS: Electronic bids may be submitted to the Municipal Advisory Council of Michigan at munibids@macmi.com; provided that electronic bids must arrive before the time of sale and the bidder bears all risks of transmission failure.

Electronic bids will also be received by Bidcomp/Parity as agent of the undersigned. Further information about Bidcomp/Parity, including any fee charged, may be obtained from Bidcomp/Parity, Anthony Leyden or Client Services, 1359 Broadway, Second Floor, New York, New York 10018, (212) 849-5021. If any provision of this Official Notice of Sale shall conflict with information provided by Bidcomp/Parity, as the approved provider of electronic bidding services, this Official Notice of Sale shall control. No change of the dated date will be allowed for the computation of the winning bid.

Bidders may choose either means to present bids but a bidder may not present a bid by more than one means. The County will award or reject bids on the date of the bid opening.

BOND DETAILS: The Bonds will be registered bonds of the denomination of \$5,000 or integral multiples thereof up to the principal amount of that maturity, originally dated as of the date of delivery thereof (currently anticipated to be [date]), and will bear interest from their date payable on November 1, 2020, and semiannually thereafter.

The Bonds will mature on November 1 of each year, as follows:

2021	\$730,000	2026	\$805,000
2022	745,000	2027	825,000
2023	760,000	2028	840,000
2024	775,000	2029	855,000
2025	790,000	2030	875,000

***ADJUSTMENT OF TOTAL PAR AMOUNT OF BONDS AND PRINCIPAL MATURITIES:** The County reserves the right to decrease the aggregate principal amount of the bonds after receipt of the bids and prior to final award, if necessary, so that the purchase price of the bonds will provide an amount determined by the County to be sufficient to construct the project and to pay costs of issuance of the bonds. The adjustments, if necessary, will be in increments of \$5,000 and may be made in any maturity. The purchase price will be adjusted proportionately to the increase or decrease in issue size, but the interest rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

***ADJUSTMENT TO PURCHASE PRICE:** Should any adjustment to the aggregate principal amount of the bonds be made by the County, the purchase price of the bonds will be adjusted by the County proportionally to the adjustment in principal amount of the bonds. The adjusted purchase price will reflect changes in the dollar amount of the underwriter’s discount and original issue discount/premium, if any, but will not change the per-bond underwriter’s discount as calculated from the bid and initial reoffering prices.

INTEREST RATE AND BIDDING DETAILS: The bonds shall bear interest at rate or rates not exceeding 4.00% per annum, to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/100 of

1% or both. The interest on any one bond shall be at one rate only and all bonds maturing in any one year must carry the same interest rate. The difference between the highest and lowest interest rates bid shall not exceed three percent (3%) per annum. THE INTEREST BORNE BY BONDS MATURING IN ANY ONE YEAR SHALL NOT BE LESS THAN THE INTEREST RATE BORNE BY BONDS MATURING IN THE PRECEDING YEAR. No proposal for the purchase of less than all of the bonds or at a price less than 99.5% or more than 110% of their par value will be considered.

TERM BOND OPTION: Bidders shall have the option of designating any one or more maturities as term bonds. The amounts of the maturities which are aggregated in a designated term bond shall be subject to mandatory redemption on November 1 of the years and in the amounts set forth in the above maturity schedule at a redemption price of par, plus accrued interest to the date of mandatory redemption. Term bonds or portions thereof mandatorily redeemed shall be selected by lot. Any such designation must be made within 1 hour of award of sale of the Bonds. at the time bids are submitted and must be listed on the bid.

Notice of mandatory redemption of any Bond or portion thereof shall be given by the transfer agent at least thirty (30) days prior to the date fixed for redemption by mail to the registered owner at the registered address shown on the registration books kept by the transfer agent. No further interest on a Bond or portion thereof called for redemption shall accrue after the date fixed for redemption, whether presented for redemption or not, provided funds are on hand with the transfer agent to redeem the Bond or portion thereof. In case less than the full amount of an outstanding Bond is called for redemption, the transfer agent, upon presentation of the Bond called for redemption, shall register, authenticate and deliver to the registered owner of record a new Bond in the principal amount of the portion of the original Bond not called for redemption

If the term bond option is selected, then the principal amount of the term bonds of a maturity to be redeemed on the dates set forth above may be reduced by the principal amount of the term bonds of the same maturity which have been previously redeemed or called for redemption (other than as a result of a mandatory redemption) or purchased or acquired by the County and delivered to the transfer agent. The County may satisfy mandatory redemption requirements by the purchase and surrender of term bonds in lieu of the calling of such term bonds for redemption.

NO OPTIONAL REDEMPTION: The Bonds are not subject to optional redemption prior to maturity.

AWARD OF BONDS - TRUE INTEREST COST: The Bonds will be awarded to the bidder whose bid produces the lowest true interest cost determined in the following manner: the lowest true interest cost will be the single interest rate (compounded on [date] and semi-annually thereafter) necessary to discount the debt service payments from their respective payment date to [date], 2020 in an amount equal to the price bid. [Date], 2020 is the anticipated date of delivery of the Bonds. In the event there is an election to exercise the Term Bond option, true interest cost shall be calculated by applying the interest rate of such Term Bonds to each mandatory sinking fund redemption for such Term Bonds.

BOOK-ENTRY ELIGIBLE: At the option of the initial purchaser of the Bonds, the Bonds will be issued in book-entry only form as one fully registered Bond per maturity and will be registered in the name of Cede & Co., as bondholder and nominee for The Depository Trust Company (“DTC”), New York, New York; if this option is selected, DTC will act as securities depository for the Bonds, purchase of the Bonds will be made in book-entry only form, in the denomination of \$5,000 or any integral multiple thereof, and purchasers will not receive certificates representing their interest in Bonds purchased. The book-entry-only system is described further in the preliminary Official Statement for the Bonds. It will be the responsibility of the purchaser to obtain DTC eligibility. Failure of the purchaser to obtain DTC eligibility shall not constitute cause for a failure or refusal by the purchaser to accept delivery of and pay for the Bonds.

TRANSFER AGENT AND REGISTRATION: Principal shall be payable at the designated office of [transfer agent], Michigan, or such other transfer agent as the County may hereafter designate by notice mailed to the registered owner of record not less than 60 days prior to any interest payment date. If the original purchaser of the Bonds selects the option of the Bonds being issued in book-entry only form, then as long as The Depository Trust Company or its nominee, Cede & Co., is the bondholder, payments will be made directly to DTC. Disbursement of such payments to the DTC Participants is the responsibility of DTC and disbursement of such payments to the beneficial owners of the Bonds is the responsibility of the DTC Participants and Indirect Participants as described in the preliminary official statement for the Bonds. Interest shall be paid by check or draft mailed to the registered owner of record as shown on the registration books kept by the transfer agent as of the 15th day of the month prior to an interest payment date. The Bonds will be transferred only upon the registration books of the County kept by the transfer agent.

PURPOSE AND SECURITY: The Bonds are issued pursuant to Act 34, Public Acts of Michigan, 2001, as amended, and a resolution of the County Board of Commissioners for the purpose of paying costs to acquire and construct capital improvements. The Bonds will pledge the limited tax full faith and credit of the County for payment of the principal and interest thereon, and will be payable as a first budget obligation from the general fund of the County, and from ad valorem taxes, which may be levied against all taxable property in the County, subject to applicable constitutional and statutory tax rate limitations. The rights or remedies of bondholders may be affected by bankruptcy, insolvency, fraudulent conveyance or other laws affecting creditors' rights generally, now existing or hereafter enacted, and by the application of general principles of equity including those relating to equitable subordination.

GOOD FAITH: A good faith deposit in the form of a certified or cashier's check drawn upon an incorporated bank or trust company, or wire transfer, in the amount of [amount] payable to the order of the County Treasurer, will be required of the successful bidder. **THE SUCCESSFUL BIDDER IS REQUIRED TO SUBMIT ITS GOOD FAITH DEPOSIT TO THE COUNTY AS INSTRUCTED BY THE COUNTY OR THE MUNICIPAL ADVISOR NOT LATER THAN NOON, EASTERN TIME, ON THE NEXT BUSINESS DAY FOLLOWING THE SALE.** The good faith deposit will be applied to the purchase price of the Bonds. In the event the purchaser fails to honor its accepted bid, the good faith deposit will be retained by the County. No interest shall be allowed on the good faith check. The good faith check of the successful bidder will be cashed and payment for the balance of the purchase price of the Bonds shall be made at the closing.

QUALIFIED TAX EXEMPT OBLIGATIONS: The County has designated the Bonds as "qualified tax exempt obligations" for purposes of deduction of interest expense by financial institutions pursuant to the Internal Revenue Code of 1986, as amended.

TAX MATTERS: In the opinion of Miller, Canfield, Paddock and Stone, P.L.C., bond counsel, under existing law, assuming compliance with certain covenants, interest on the Bonds is excludable from gross income for federal income tax purposes as described in the opinion, and the Bonds and interest thereon are exempt from all taxation by the State of Michigan or by any taxing authority within the State of Michigan except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

ISSUE PRICE: The winning bidder will be required to assist the County in establishing the issue price of the bonds and shall execute and deliver to the County at closing an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached either as Appendix __-1 or __-2 of the preliminary Official Statement, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the County and Bond Counsel.

The County intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the bonds) will apply to the initial sale of the bonds (the “Competitive Sale Requirements”) because:

- a. the County is disseminating this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- b. all bidders shall have an equal opportunity to bid;
- c. the County anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- d. the County anticipates awarding the sale of the bonds to the bidder who submits a firm offer to purchase the bonds at the lowest true interest cost, as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the bonds, as specified in the bid.

In the event that all of the Competitive Sale Requirements are not satisfied, the County shall so advise the winning bidder. The County will not require bidders to comply with the “hold-the-offering price rule,” and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity, though the winning bidder, in consultation with the County, may elect to apply the “hold-the-offering price rule” (as described below). Bids will not be subject to cancellation in the event the Competitive Sale Requirements are not satisfied. Unless a bidder intends to apply the “hold-the-offering price rule” (as described below), bidders should prepare their bids on the assumption that all of the maturities of the Bonds will be subject to the 10% Test (as described below). The winning bidder must notify the County of its intention to apply either the “hold-the-price rule” or the 10% Test at or prior to the time the Bonds are awarded.

If the winning bidder does not request that the “hold-the-offering price rule” apply to determine the issue price of the Bonds, then the following two paragraphs shall apply:

- a. The County shall treat the first price at which 10% of a maturity of the Bonds (the “10% Test”) is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis. The winning bidder shall advise the County if any maturity of the Bonds satisfies the 10% Test as of the date and time of the award of the Bonds; and
- b. Until the 10% Test has been satisfied as to each maturity of the bonds, the winning bidder agrees to promptly report to the County the prices at which the unsold bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing date has occurred, until either (i) all bonds of that maturity have been sold or (ii) the 10% Test has been satisfied as to the bonds of that maturity, provided that, the winning bidder’s reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the County or bond counsel.

If the winning bidder does request that the “hold-the-offering price rule” apply to determine the issue price of the Bonds, then the following three paragraphs shall apply:

- a. The winning bidder, in consultation with the County, may determine to treat (i) pursuant to the 10% Test, the first price at which 10% of a maturity of the Bonds is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity (the “hold-the-offering price rule”), in each case applied on a maturity-by-maturity basis. The winning bidder shall advise the County if any maturity of the Bonds satisfies the 10% Test as of the date and time of the award of the Bonds. The winning bidder shall promptly advise the County, at or

before the time of award of the Bonds, which maturities of the Bonds shall be subject to the 10% Test or shall be subject to the hold-the-offering price rule or both.

- b. By submitting a bid, the winning bidder shall (i) confirm that the underwriters have offered or will offer the Bonds to the public on or before the date of the award at the offering price or prices (the “initial offering price”), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder, and (ii) if the hold-the-offering-price rule applies, agree, on behalf of the underwriters participating in the purchase of the Bonds, that the underwriters will neither offer nor sell unsold Bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:
- i. the close of the fifth (5th) business day after the sale date; or
 - ii. the date on which the underwriters have sold at least 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public;

The winning bidder shall promptly advise the County when the underwriters have sold 10% of that maturity of the Bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5th) business day after the sale date.

- c. The County acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter or dealer who is a member of the selling group is a party to a third-party distribution agreement that was employed in connection with the initial sale of the bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, as set forth in the third-party distribution agreement and the related pricing wires. The County further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds, and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a third-party distribution agreement to comply with its corresponding agreement to comply with the requirements for establishing issue price of the bonds, including, but not limited to, its agreement to comply with the hold-the-offering-price rule, if applicable to the bonds.

By submitting a bid, each bidder confirms that:

- a. any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language

obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, (A)(i) to report the prices at which it sells to the public the unsold bonds of each maturity allocated to it, whether or not the closing date has occurred, until either all bonds of that maturity allocated to it have been sold or it is notified by the winning bidder that the 10% Test has been satisfied as to the bonds of that maturity, provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the winning bidder, and (ii) to comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, (B) to promptly notify the winning bidder of any sales of bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the bonds to the public (each such term being used as defined below), and (C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the winning bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public.

- b. any agreement among underwriters or selling group agreement relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to (i) report the prices at which it sells to the public the unsold bonds of each maturity allocated to it, whether or not the closing date has occurred, until either all bonds of that maturity allocated to it have been sold or it is notified by the winning bidder or such underwriter that the 10% Test has been satisfied as to the bonds of that maturity, provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the winning bidder or such underwriter, and (ii) comply with the hold-the-offering-price rule, if applicable, if and for so long as directed by the winning bidder or the underwriter and as set forth in the related pricing wires.
- c. Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of establishing issue price.

Further, for purposes of this Notice of Sale:

- a. “public” means any person other than an underwriter or a related party,
- b. “underwriter” means (A) any person that agrees pursuant to a written contract with the County (or with the lead Underwriter to form an underwriting syndicate) to participate in the initial sale of the bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the bonds to the public (including a member of a selling group or a party to a third party distribution agreement participating in the initial sale of the bonds to the public);
- c. a purchaser of any of the bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other); and

d. “sale date” means the date that the bonds are awarded by the County to the winning bidder.

LEGAL OPINION: Bids shall be conditioned upon the approving opinion of Miller, Canfield, Paddock and Stone, P.L.C., attorneys of Lansing and Detroit, Michigan. The opinion will be furnished without expense to the purchaser of the Bonds at the delivery thereof. The fees of Miller, Canfield, Paddock and Stone, P.L.C., for services rendered in connection with such approving opinion are expected to be paid from Bond proceeds. Except to the extent necessary to issue its approving opinion as to the validity of the Bonds, Miller, Canfield, Paddock and Stone, P.L.C. has not been requested to examine or review and has not examined or reviewed any financial documents, statements or materials that have been or may be furnished in connection with the authorization, issuance or marketing of the Bonds, and accordingly will not express any opinion with respect to the accuracy or completeness of any such financial documents, statements or materials. In submitting a bid for the bonds, the bidder agrees to the representation of the County by Miller, Canfield, Paddock and Stone, P.L.C., as bond counsel.

DELIVERY OF BONDS: The County will furnish executed bonds at its expense. Bonds will be delivered without expense to an authorized agent of DTC or at such other place to be agreed upon. The usual closing documents, including a certificate that no litigation is pending affecting the issuance of the Bonds, will be delivered at the time of delivery of the Bonds. If the Bonds are not tendered for delivery by twelve o’clock noon, Eastern Time, on the 45th day following the date of sale, or the first business day thereafter if the 45th day is not a business day, the successful bidder may on that day, or any time thereafter until delivery of the Bonds, withdraw its proposal by serving notice of cancellation, in writing, on the undersigned in which event the County shall promptly return the good faith deposit. Payment for the Bonds shall be made in immediately available funds.

CUSIP NUMBERS: Application for CUSIP numbers will be made by PFM Financial Advisors LLC, municipal advisor to the County, prior to sale of the Bonds. At the option of the purchaser of the Bonds, CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bonds nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser of the Bonds to accept delivery of and pay for the Bonds. The CUSIP Service Bureau charge for the assignment of such numbers shall be the responsibility of and shall be paid for by the purchaser of the Bonds.

BOND INSURANCE AT PURCHASER’S OPTION: If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of the bidder/purchaser, the purchase of any such insurance policy or the issuance of any such commitment shall be at the option and expense of the purchaser of the Bonds. Any increased costs of issuance of the Bonds resulting from such purchase of insurance shall be paid by the purchaser, except that, if the County has requested and received a rating on the Bonds from a rating agency, the County will pay for the requested rating. Any other rating agency fees shall be the responsibility of the purchaser of the insurance. **FAILURE OF THE MUNICIPAL BOND INSURER TO ISSUE THE POLICY AFTER THE BONDS HAVE BEEN AWARDED TO THE PURCHASER SHALL NOT CONSTITUTE CAUSE FOR FAILURE OR REFUSAL BY THE PURCHASER TO ACCEPT DELIVERY OF THE BONDS FROM THE COUNTY.**

OFFICIAL STATEMENT: A preliminary Official Statement that the County deems to be final as of its date, except for the omission of information permitted to be omitted by Rule 15c2-12 of the Securities and Exchange Commission, has been prepared and may be obtained from the County’s Municipal Advisor, PFM Financial Advisors LLC, at the address and telephone listed under **MUNICIPAL ADVISOR** below. PFM Financial Advisors LLC will provide the winning bidder a final Official Statement, in electronic format only, within 7 business days from the date of sale to permit the purchaser to comply with Securities and Exchange Commission Rule 15c2-12. Printed

copies of the Official Statement will be supplied by PFM Financial Advisors LLC, upon request and agreement by the purchaser of the Bonds to pay the cost of the copies.

CONTINUING DISCLOSURE: As described more fully in the Official Statement, the County will execute and deliver prior to delivery of the Bonds a written continuing disclosure undertaking in order to enable the underwriters of the Bonds to comply with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

MUNICIPAL ADVISOR: Further information relating to the bonds may be obtained from PFM Financial Advisors LLC, 555 Briarwood Circle, Suite 333, Ann Arbor, Michigan 48108. Telephone (734) 994-9700. Fax (734) 994-9710.

In submitting a bid for the Bonds, the bidder represents that it is not an “Iran linked business” within the meaning of the Iran Economic Sanctions Act, Act 517 of the Public Acts of Michigan of 2012.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

Ryan Wood, County Administrator
County of Clinton, Michigan

7. The estimated period of usefulness of the Project to be acquired and constructed with proceeds of the Bonds is hereby declared to be not less than 10 years. The County shall not issue the Bonds in an amount greater than the estimated total cost of acquiring the Project, including costs incidental to the issuance, sale and delivery of the Bonds.

8. The County shall not invest, reinvest or accumulate any moneys deemed to be proceeds of the Bonds pursuant to the Internal Revenue Code, in such a manner as to cause the Bonds to be "arbitrage bonds" within the meaning of the Internal Revenue Code. The County hereby covenants that, to the extent permitted by law, it shall take all actions within its control and that it shall not fail to take any action necessary to maintain the exclusion of the interest on the Bonds from adjusted gross income for general federal income tax purposes under the Internal Revenue Code, including, but not limited to, actions relating to the rebate of arbitrage earnings, if applicable, and the expenditure of investment of Bond proceeds and moneys deemed to be Bond proceeds, all as more fully set forth in the Non-Arbitrage and Tax Compliance Certificate to be delivered by the County with respect to the Bonds.

9. The County hereby designates the Bonds as "qualified tax exempt obligations" for purposes of deduction of interest expense by financial institutions pursuant to the Internal Revenue Code.

10. The County requests PFM Financial Advisors LLC to continue to serve as Municipal Advisor to the County to assist in preparation and planning for the sale of the Bonds.

11. The County Administrator is directed to approve circulation of a preliminary official statement describing the Bonds and to deem such Preliminary Official Statement "final" for purposes of compliance with Securities and Exchange Commission Rule 15c2-12.

12. The County Administrator is authorized to apply for one or more ratings on the Bonds as shall be recommended by the Municipal Advisor. If the Municipal Advisor recommends that the County consider purchase of municipal bond insurance, or consider qualification for approval for municipal bond insurance, then the County Administrator is hereby authorized and directed, on behalf of the County, to apply for municipal bond insurance, to negotiate with insurers regarding acquisition of municipal bond insurance, and, in consultation with the Municipal Advisor, to select an insurer and determine which Bonds, if any, shall be insured.

13. The County Administrator is hereby authorized on behalf of the County, subject to the provisions and limitations of this Resolution, to award sale of the Bonds to the bidder whose bid produces the lowest interest cost computed in compliance with the terms of the Notice of Sale as published, which bid shall comply with the requirements for bids specified in the Notice of Sale and shall be within the limitations contained in this Resolution. If fewer than three (3) bids are received from underwriters (as defined by the Internal Revenue Code) at the time set for competitive sale, the County may reject all bids and carry out a negotiated sale to comply with the regulations of Treas. Reg. § 1.148-1(f)

The true interest cost of the Bonds shall not exceed 4.00% per annum. The date of the final maturity shall not be later than November 1, 2030. The purchase price for the Bonds, exclusive of any original issue discount or premium, shall not be less than 99.5% of the principal amount of the Bonds (plus accrued interest, if any). In making such determinations the County is authorized to rely upon data and computer runs provided by the Municipal Advisor.

If the County Administrator determines, based on the advice of the Municipal Advisor, that due to market conditions a negotiated sale of the Bonds would enable the County to better market the Bonds, then it is determined to be in the best interests of the County to negotiate the sale of the Bonds, and the County Administrator is hereby authorized and directed on behalf of the County to select a placement agent or underwriter for the Bonds in consultation with the Municipal Advisor or

circulate a request for quotes from financial institutions or other investors, and to accept an offer to purchase the Bonds without further resolution of this County Board of Commissioners. The County Administrator is authorized to sign a certificate of award of sale, acknowledgement of offer to purchase the Bonds, purchase agreement, placement agreement, or other document agreeing to sell the Bonds.

The authorization to the County Administration to sell the Bonds includes, but is not limited to, determination of original principal amount of the Bonds; the prices at which the Bonds are sold; underwriter's discount for the Bonds (if sold by negotiated sale), the date of the Bonds; the schedule of principal maturities and whether the Bonds shall mature serially or as term bonds; the provisions for early redemption including mandatory redemption of term Bonds, if any; and the interest rates and payment dates of the Bonds.

By adoption of this resolution the County assumes no obligations or liability to the underwriter of the Bonds for any loss or damage that may result to a placement agent or underwriter of the Bonds from the adoption of this resolution, and all costs and expenses incurred by the placement agent or underwriter of the Bonds in preparing for sale of the Bonds shall be paid from the proceeds of the Bonds, if the Bonds are issued, except as may be otherwise provided in the purchase agreement or other acceptance of an offer to purchase the Bonds or placement agreement to be signed by the County at the time of sale of the Bonds.

14. After awarding sale of the Bonds, the County Administrator is authorized to prepare, execute and deliver a final Official Statement describing the Bonds.

15. The County hereby agrees to execute a Continuing Disclosure Undertaking Agreement in order to enable the underwriters of the Bonds to comply with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

16. In the event that the County Administrator is not available to undertake responsibilities delegated to him under this resolution, then the Deputy County Administrator or a person designated by the County Administrator is authorized to take such actions. The officers, administrators, agents and attorneys of the County are authorized and directed to take all other actions necessary and convenient to facilitate sale and delivery of the Bonds and expenditure of Bond proceeds, and to execute and deliver all other agreements, documents and certificates and to take all other actions necessary or convenient to complete the issuance, sale, and delivery of the Bonds and expenditure of Bond proceeds in accordance with this resolution, including payment of costs of issuance including bond counsel fees, municipal advisor fees, rating agency fees, costs of printing the Bonds and the preliminary and final official statements, publication of the Notice of Sale, and any other costs necessary to accomplish sale and delivery of the Bonds.

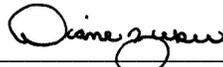
17. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are hereby rescinded.

I hereby certify that the foregoing is a true and complete copy of a resolution duly adopted by the County Board of Commissioners of the County of Clinton, State of Michigan, at a Regular meeting held on Tuesday, May 26, 2020, at 9:00 o'clock a.m., Eastern Time, and that the meeting was conducted and public notice of the meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976 as modified by Executive Order of the Governor including Executive Order 2020-75 ("Act 267"), and that the minutes of the meeting were kept and will be or have been made available as required by Act 267.

I further certify that the following Members were present at the meeting: Commissioners Kam Washburn, David Pohl, Bruce DeLong, Kenneth B. Mitchell, Robert Showers, Dwight Washington and Adam Stacey and that the following Members were absent: None.

I further certify that Member Adam Stacey moved for adoption of the resolution and that Member Robert Showers supported the motion.

I further certify that the following Members voted for adoption of the resolution: David Pohl, Robert Showers, Bruce DeLong, Kenneth B. Mitchell, Dwight Washington, Adam Stacey and Kam Washburn and that the following Members voted against adoption of the resolution: None.



Diane Zuker, County Clerk