



Item Number: 12

CITY OF GRAND RAPIDS AGENDA ACTION REQUEST

DATE: July 16, 2024

TO: Mark Washington, City Manager

COMMITTEE: Fiscal Committee

LIAISON: Molly Clarin, Chief Financial Officer

FROM: Tricia Chapman, Administrative Services Officer II
Fiscal Services

SUBJECT: **Resolution authorizing Capital Improvement Bonds in an amount not to exceed \$24M for Parks, ELC, & Hockey Arena**

On February 20, 2024, City Commission approved the publication of a 45-day Notice of Intent regarding the potential issuance of one or more series of Capital Improvement Bonds in an amount not to exceed \$40.5 million. (Proceeding #93297.) The Notice of Intent was published in the Grand Rapids Press on Sunday, February 25, 2024. The 45-day referendum period expired on April 10, 2024, and no petition for referendum was filed.

On June 4, 2024, City Commission approved the publication of a 45-day Notice of Intent regarding the potential issuance of one or more series of Capital Improvement Bonds in an amount not to exceed \$28 million. (Proceeding #93606.) The Notice of Intent was published in the Grand Rapids Press on Sunday, June 9, 2024. The 45-day referendum period will expire on July 24, 2024.

The attached resolution authorizes the issuance of the Capital Improvement Bonds in one or more series under Section 517 of Act 34 of the Public Acts of Michigan of 2001, as amended, MCL 141.2101, et seq. ("Act 34"). The principal sum of the bonds shall not exceed \$24,000,000, the average net interest rate shall not exceed 6%. The Bonds shall not be sold at a price that is less than 99% of the par value. Maturities shall not exceed 30 years.

Approximately \$11 million is anticipated to fund the "Park Improvements," which consist of design, acquisition, construction, installation of new parks, sites and facilities, features, structures, shelters, playgrounds, restrooms, trails, bike loops, sidewalks, erosion control measures, park roadways, parking lots, landscaping, lighting, and all other general park amenities at various city parks.

The “ELC Improvements” will need approximately \$8.3 million for improvements to the city’s electric, lighting, and communications system. These improvements include but are not limited to acquisition and installation of manholes, fiberglass poles, light fixtures, conduit, cable, duct bank, and control modules and all other work, repairs, replacements, site improvements and equipment that are necessary to the “ELC Improvements”.

The “Hockey Arena Improvements” are estimated at \$4 million and will be used for the replacement of the refrigeration unit at Griff’s Ice House at Belknap park. This includes replacement of the system, ice rink concrete slab, piping, furnishings, fixtures, equipment, and any necessary site improvements.

The bonds will be secured by the limited full faith and credit of the City. The semi-annual debt service payments for the Parks Improvements will be repaid from the Parks Fund, the debt service payments for the ELC and Hockey Arena Improvements will be paid from the Capital Reserve Fund.

Please contact me at 616-456-3848 or at tchapman@grcity.us if you have any questions.

Attachment

Your FISCAL COMMITTEE recommends the adoption of the following resolution authorizing the sale and issuance of limited tax general obligation bonds and other matters related thereto.

WHEREAS, the City of Grand Rapids (the “City”) has determined to undertake capital improvements consisting of: (A) the design, purchase, acquisition, construction, and installation of certain capital improvements and property at the Griff’s Ice House at Belknap Park, and the purchase of property, including, but not limited to, the replacement of the refrigeration system, ice rink concrete slab, in-slab refrigeration piping and new boards, furnishings, fixtures and equipment, and site improvements necessary and incidental thereto for the benefit of the City (collectively, the “Hockey Arena Improvements”); and (B) the City’s parks and recreational facilities consisting of: (i) design, acquisition, construction, and installation of new parks, park sites, and park facilities, features, and structures, including, without limitation, new park sites, earthwork, structures and shelters, playgrounds, restrooms, trails and bike loops, sidewalks, erosion control measures, park roadways, parking lots, landscaping, lighting, decorative features, and other park fixtures, furnishings, equipment, facilities, utilities, general site amenities, and related infrastructure; (ii) demolition and removal of obsolete park fixtures, furnishings, equipment, facilities, structures, utilities, general site amenities, and related infrastructure; (iii) renovation and reconstruction of existing parks, park sites, and park facilities, including, without limitation, park sites, buildings, earthwork, river access facilities, splashpads, restrooms, park roadways and walkways, landscaping, lighting, parking lots, and other park fixtures, furnishings, equipment, facilities, utilities, general site amenities, and related infrastructure; and (iv) all other work, furnishings, fixtures and equipment and site improvements necessary and incidental thereto (collectively, the

“Park Improvements”); and (C) the City’s electric, lighting, and communications systems located along, on, within, beneath, through, across, and adjacent to City streets, property, and rights-of-way consisting of: (i) relocation and separation of vaults, manholes, duct bank, and underground infrastructure; (ii) acquisition and installation of manholes, fiberglass poles, light fixtures, conduit, cable, duct bank, and control modules; and (iii) all other work, repairs, replacements, improvements, furnishings, fixtures and equipment and site improvements necessary and incidental thereto (the “ELC Improvements”), (collectively, the “ELC Improvements” and together with the “Hockey Arena Improvements” and the “Park Improvements”, the “Public Improvements”).

WHEREAS, the City is authorized to issue bonds under Section 517 of Act 34 of the Public Acts of Michigan of 2001, as amended, MCL 141.2101, et seq. ("Act 34"), and use the proceeds of the sale of such bonds to pay all or part of the cost of the Public Improvements; and

WHEREAS, the City published notices of intent to issue bonds in the maximum aggregate principal amount of \$68,500,000 to finance all or part of the cost of the Public Improvements; and

WHEREAS, the City Commission has determined that it is in the best interest of the City to issue bonds under Section 517 of Act 34 for the purpose of paying all or part of the costs of the Public Improvements.

RESOLVED, as follows:

Section 1. Necessity of Improvements; Useful Life. It is necessary for the public health, safety and welfare of the City to undertake the Public Improvements and issue general obligation limited tax bonds of the City therefor pursuant to Section 517 of Act 34

to pay for all or a portion of the costs of the Public Improvements. The estimated period of usefulness of the Hockey Arena Improvements is determined to be not less than 30 years, the estimated period of usefulness of the Park Improvements is determined to be not less than 30 years, and the estimated period of usefulness of the ELC Improvements is determined to be not less than 30 years.

Section 2. Bonds Authorized; Security. The City shall issue one or more series of bonds entitled "Limited Tax General Obligation Bonds" (the "Bonds"), with such other or additional title or series designation as may be determined by the Chief Financial Officer, in the principal sum of not to exceed \$24,000,000 to pay for all or a portion of the Public Improvements and the costs of issuance of the Bonds. The Bonds shall be limited tax general obligations of the City. The full faith and credit of the City are pledged for the prompt payment of the principal of and interest on the Bonds as the same shall become due. Each year the City shall include in its budget as a first budget obligation an amount sufficient to pay such principal and interest as the same shall become due. The ability of the City to raise funds to pay such amounts is subject to applicable constitutional, statutory, and charter limitations on the taxing power of the City.

Section 3. Continuance of Security for Bonds. The security pledged for the Bonds pursuant to this resolution shall continue until payment in full of the principal of and interest on all the Bonds or, until the Bonds are defeased as provided in Section 15 hereof.

Section 4. Bond Details. Bonds shall be issued in one or more series in fully registered form without coupons as serial and/or term bonds and substantially in the form set forth in Section 11 hereof. The interest rate or rates on the Bonds shall not exceed an average net interest rate of 6.00% per annum. The Bonds shall not be sold at a price

that is less than 99% of the par value of the Bonds. The principal of each series of Bonds shall be repaid and retired in not more than 30 principal payments. Within the limitations of applicable law and this resolution (including specifically this Section 4) the City's Chief Financial Officer is hereby authorized, with respect to the Bonds, to approve the date, title or designation of the Bonds, principal amount, maturities, interest payment date, interest rates, discounts, premiums, optional or mandatory redemption, underwriter's discount, the place of delivery and payment and other matters and procedures necessary to complete the issuance and sale of each of the series of the Bonds as permitted by law.

Section 5. Notice of Optional and Mandatory Redemption. Principal designated as a term bond maturity shall be subject to mandatory redemption, in whole or in part, by lot, at par plus accrued interest, on the redemption dates and in the amounts determined by the Chief Financial Officer. When term bonds are purchased by the City and delivered to the Paying Agent for cancellation or are redeemed in a manner other than by mandatory redemption, the principal amount of the term bonds affected shall be reduced by the principal amount of the Bonds so redeemed in the order determined by the City.

The Bonds shall be subject to optional redemption prior to maturity as determined by the Chief Financial Officer at the time of sale.

Notice of the call of any Bonds subject to optional or mandatory redemption shall be given by first-class mail by the Bond Registrar/Paying Agent (identified in Section 9 hereof) not less than 30 days prior to the date fixed for redemption to the registered owners of record of the Bonds or portions thereof to be redeemed, at the address shown on the registration books of the City kept by the Bond Registrar/Paying Agent; provided, however, that failure to give such notice by mail, or any defect in the notice mailed to the

owner of any Bonds, shall not affect the validity of the proceedings for the redemption of any other Bonds. The notice of redemption shall specify the Bonds to be redeemed, the redemption date and the place or places where amounts due upon such redemption will be payable and, if less than all of the Bonds are to be redeemed, the numbers of such Bonds to be so redeemed, and, in the case of Bonds to be redeemed in part only, such notice shall also specify the respective portions of the principal amount thereof to be redeemed. Bonds so called for redemption shall not bear interest after the date fixed for redemption, whether presented for redemption or not, provided funds are on hand with the Bond Registrar/Paying Agent to redeem said Bonds.

Section 6. Payment of Bonds and Record Date. The principal of the Bonds shall be payable by the City to the holder thereof in lawful money of the United States of America upon delivery and surrender of the Bonds at the designated office of the Bond Registrar/Paying Agent (identified in Section 9 hereof). Interest on the Bonds shall be paid when due by check or draft drawn on the Bond Registrar/Paying Agent by first class mail to the registered owners thereof at the addresses shown on the registration books of the City kept by the Bond Registrar/Paying Agent as of the close of business on the 15th day of the month preceding the month a payment of interest on the Bonds is due, provided, however, that if such day is a Saturday, Sunday or legal holiday in the State of Michigan (the "State"), then to the registered owners at the addresses shown on the registration books as of the close of business on the day next preceding such 15th day of the month which is not a Saturday, Sunday or legal holiday in the State (the "Record Date"); provided, however, that the Record Date may be changed by the City to conform to market practice.

Section 7. Denomination and Numbering. The Bonds shall be issued in the denomination of \$5,000 or any multiple thereof within a series and within a single maturity in such series, not exceeding the principal amount of the Bonds of such series maturing in such year. Each Bond shall be numbered by the Bond Registrar/Paying Agent (identified in Section 9 hereof) in such a fashion as to reflect the fact that it is one of the Bonds, and to identify the owner thereof on the bond register of the City kept by the Bond Registrar/Paying Agent.

Section 8. Book-Entry System. Initially, one fully-registered bond for each maturity of the Bonds within a series, in the aggregate amount of such maturity, shall be issued in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC") for the benefit of other parties (the "Participants") in the book-entry-only transfer system of DTC. In the event the City determines that it is in the best interest of the City not to continue the book-entry system of transfer or that the interests of the holders of the Bonds might be adversely affected if the book-entry system of transfer is continued, the City may notify DTC and the Bond Registrar/Paying Agent (identified in Section 9 hereof), whereupon DTC will notify the Participants of the availability through DTC of bond certificates. In such event, the Bond Registrar/Paying Agent shall deliver, transfer and exchange bond certificates as requested by DTC and any Participant or "beneficial owner" in appropriate amounts in accordance with this resolution. DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the City and the Bond Registrar/Paying Agent and discharging its responsibilities with respect thereto under applicable law or the City may determine that DTC is incapable of discharging its duties and may so advise DTC. In either such event, the City shall use reasonable efforts to

locate another securities depository. Under such circumstances (if there is no successor securities depository), the City and the Bond Registrar/Paying Agent shall be obligated to deliver bond certificates in accordance with the procedures established by this resolution. In the event bond certificates are issued, the provisions of this resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of and interest on such certificates. Whenever DTC requests the City and the Bond Registrar/Paying Agent to do so, the City and the Bond Registrar/Paying Agent shall cooperate with DTC in taking appropriate action after reasonable notice to make available one or more separate certificates evidencing the Bonds to any Participant having Bonds credited to its DTC account or to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

Notwithstanding any other provision of this resolution to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of, interest on and redemption premium, if any, on such Bonds and all notices with respect to the Bonds shall be made and given, respectively, to DTC as provided in the Blanket Issuer Letter of Representations between DTC and the City. The Chief Financial Officer is authorized to sign a Blanket Issuer Letter of Representations or any other related document on behalf of the City in such form approved by the Chief Financial Officer.

Notwithstanding any other provision of this resolution to the contrary, if the Chief Financial Officer deems it to be in the best interest of the City, the Bonds shall not initially be issued through the book-entry-only transfer system of DTC.

Section 9. Bond Registrar and Paying Agent. From time to time the Chief Financial Officer shall designate and appoint a paying agent, transfer agent and bond registrar (the "Paying Agent") and is authorized to remove the Paying Agent and appoint a successor Paying Agent. The initial Paying Agent shall be appointed by the Chief Financial Officer. In the event of a change in the Paying Agent, notice shall be given in writing, by certified mail, to each Registered Owner not less than sixty (60) days prior to the next interest payment date. The Paying Agent shall keep the official books for the recordation of the Registered Owners of the Bonds.

Section 10. Execution, Authentication and Delivery of Bonds. The Mayor and Comptroller shall sign said Bonds and their signatures shall be attested by the City Clerk in each case manually or, to the extent authorized by law, by facsimile, for and on behalf of the City and shall cause the seal of the City (or a facsimile thereof) to be affixed thereto or printed thereon. The Bonds, when executed, shall be delivered to the Bond Registrar/Paying Agent for authentication and delivery by it to the purchaser thereof upon receipt of the purchase price therefor. The Bond Registrar/Paying Agent shall indicate on each Bond the date of its authentication. Additional Bonds bearing the manual or facsimile signatures of the Mayor, Comptroller and City Clerk and upon which the seal of the City (or a facsimile thereof) is affixed thereto or imprinted thereon may be delivered to the Bond Registrar/Paying Agent for authentication and delivery in connection with the exchange and transfer of Bonds. The Bond Registrar/Paying Agent shall authenticate and deliver the Bonds as directed by the City. The Mayor, City Clerk, City Manager, Deputy City Manager, City Treasurer and the Chief Financial Officer are hereby

authorized to execute such certificates, affidavits or other documents or instruments as may be required in connection with the issuance, sale and delivery of the Bonds.

Section 11. Form of Bonds; Exchange and Transfer of Bonds. The Bonds shall be substantially in the form attached hereto as Exhibit A, and incorporated herein, with such changes as are recommended by the City's Bond Counsel and approved by the officers of the City signing the Bonds, whose signature thereon shall be conclusive evidence of such approval.

The City and the Bond Registrar/Paying Agent may deem and treat the person in whose name any Bond shall be registered upon the Bond Register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of the principal of, premium, if any, and interest on such Bond and for all other purposes, and all payments made to any such registered owner, or upon its order, in accordance with the provisions of Section 6 of this resolution shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the City nor the Bond Registrar/Paying Agent shall be affected by any notice to the contrary. The City agrees to indemnify and save the Bond Registrar/Paying Agent harmless from and against any and all loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence hereunder, in so treating the registered owner.

For every exchange or transfer of Bonds the City or the Bond Registrar/Paying Agent may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to the exchange or transfer, which sum or sums

shall be paid by the person requesting the exchange or transfer as a condition precedent to the exercise of the privilege of making the exchange or transfer.

The Bond Registrar/Paying Agent shall not be required to transfer or exchange Bonds or portions of Bonds which have been selected for redemption.

Section 12. Debt Service Fund. There shall be established and maintained on the books of the City a separate fund to be designated the "LIMITED TAX GENERAL OBLIGATION BONDS DEBT SERVICE FUND, SERIES 2024" (the "Debt Service Fund") for the Bonds. The Chief Financial Officer may provide for such other or additional designation of the Debt Service Fund, and may create one or more subaccounts therein, as the Chief Financial Officer may deem necessary or advisable. The Debt Service Fund for the Bonds shall be maintained at a bank or trust company designated by the City. Into said Debt Service Fund for the Bonds there shall be placed the accrued interest for such Bonds, if any, received at the time of delivery of said series of Bonds. All payments made by the City pursuant to Section 6 of this resolution are pledged for the payment of principal of and interest on the Bonds and as made shall be placed in the Debt Service Fund for the Bonds. The principal of and interest on the Bonds when due shall be paid directly out of the Debt Service Fund.

Section 13. Improvement Fund. Prior to delivery and sale of the Bonds, there shall be established and maintained on the books of the City a separate account to be designated the "LIMITED TAX GENERAL OBLIGATION BONDS IMPROVEMENT FUND, SERIES 2024" including a subaccount designated the "HOCKEY ARENA ACCOUNT", a subaccount designated the "PARK ACCOUNT", and a subaccount designated the "ELC ACCOUNT" (collectively, the "Improvement Fund") for the Bonds.

The Chief Financial Officer may provide for such other or additional designation of the Improvement Fund, and may establish such other or additional subaccounts thereof that the Chief Financial Officer may deem necessary or advisable. The Improvement Fund for the Bonds shall be maintained at a bank or trust company designated by the City. After deducting a sum equal to the amount of accrued interest from the date of the Bonds to the date of delivery thereof, if any, which sums shall be deposited in the Debt Service Fund, the balance of the proceeds of the Bonds shall be deposited into the applicable subaccount of the Improvement Fund the amount determined by the City's Chief Financial Officer. The moneys on deposit in the Improvement Fund from time to time shall be used solely for the purpose for which the Bonds were issued. Any unexpended balance shall be used for such purposes as allowed by law. After completing the Public Improvements and disposition of remaining proceeds of the Bonds, if any, pursuant to the provisions of this Section 13, the Improvement Fund shall be closed.

Section 14. Refunding Bonds. The City shall have the power to issue refunding bonds pursuant to all applicable law to refund all or part of Bonds for purposes authorized by law.

Section 15. Defeasance. In the event 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 redemption, the principal of and interest on the Bonds, shall have been deposited in trust, this resolution shall be defeased with respect to the Bonds and the owners of the Bonds shall have no further rights under this resolution

except to receive payment of the principal of and interest on such Bonds from the cash or securities deposited in trust and the interest and gains thereon and to transfer and exchange Bonds as provided herein.

Section 16. Replacement of Bonds. Upon receipt by the Bond Registrar/Paying Agent of proof of ownership of an unmatured Bond and satisfactory evidence that the Bond has been lost, apparently destroyed or wrongfully taken and upon receipt of security or indemnity which complies with applicable law and is satisfactory to the Bond Registrar/Paying Agent, the Bond Registrar/Paying Agent shall deliver a new executed bond to replace the Bond lost, apparently destroyed or wrongfully taken in compliance with applicable law. In the event an outstanding matured Bond is lost, apparently destroyed or wrongfully taken, the Bond Registrar/Paying Agent may pay the Bond without presentation upon the receipt of the same documentation required for the delivery of a replacement bond. The Bond Registrar/Paying Agent, for each new bond delivered or paid without presentation as provided above, shall require the payment of expenses, including counsel fees, which may be incurred by the Bond Registrar/Paying Agent and the City in the premises. Any bond delivered pursuant to the provisions of this Section 16 in lieu of any Bond lost, apparently destroyed or wrongfully taken shall be of the same form, tenor and series and be secured in the same manner as the Bond in substitution for which such bond was delivered.

Section 17. Investment of Moneys. Moneys in the respective Improvement Fund and the Debt Service Fund may be invested in United States Government obligations, obligations the principal of and interest on which are guaranteed by the United States Government or other investments permitted by law. Any moneys so invested shall be in

obligations or deposits maturing prior to the estimated date that such moneys will be needed for the purposes of the fund in which such moneys invested have been deposited.

Section 18. State Tax Exemption. The Bonds are authorized by the Constitution of the State, the statutes of the State and, in particular, Section 517 of Act 34 and are exempt from any and all taxation whatsoever by the State or a political subdivision thereof, except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

Section 19. Tax Covenant. The City covenants to comply with all requirements of the Internal Revenue Code of 1986, as amended, necessary to assure that the interest on the Bonds will be and will remain excludable from gross income for federal income tax purposes.

Section 20. Additional Security. The City's Chief Financial Officer is hereby authorized to negotiate and arrange, as and to the extent she shall deem necessary and/or economically feasible, for insurance on the Bonds as additional security to assure timely payment of principal of and interest on the Bonds.

Section 21. Sale of the Bonds. The Authorized Officer (defined below) is authorized to sell the Bonds pursuant to a negotiated sale in accordance with Act 34. It is hereby determined that such negotiated sale is in the best interests of the City and is calculated to be the most cost effective and efficient method to sell the Bonds and provides the City with maximum flexibility in pricing the Bonds. The Authorized Officer is authorized to negotiate a bond purchase agreement, a placement agreement, or other purchase agreement or term sheet (the "Purchase Agreement") with an underwriter or other purchaser (a "Purchaser") to be selected by the Authorized Officer at or prior to the

time of the sale of the Bonds. The Authorized Officer may determine that an underwriter may act on behalf of itself and any other underwriters as determined by the Authorized Officer. The Purchase Agreement shall set forth the principal amount of the Bonds, principal maturities and dates, interest rates and interest payment dates, redemption provisions, if any, purchase price to be paid by the Purchaser and compensation or expenses to be paid to the Purchaser, as well as such other terms and provisions as the Authorized Officer determines to be necessary or appropriate in connection with the sale of the Bonds.

Notwithstanding the foregoing, if the Authorized Officer determines that a competitive sale would be in the best interests of the City, the Bonds shall be sold pursuant to a competitive sale. In such case, the Authorized Officer shall set the date and time for sale of the Bonds, which date shall be at least seven (7) days after the publication of the official notice of sale and the Authorized Officer shall cause notice of the sale of the Bonds to be published in The Bond Buyer, which notice shall be in substantially the form attached hereto as Exhibit B, with such changes as are approved by the Authorized Officer. Following the receipt of such bids, the Authorized Officer is authorized to award the Bonds to the successful bidder therefor or reject all bids and negotiate the sale of the Bonds with a selected Purchaser.

Section 22. Report of Sale of Bonds. The City's Chief Financial Officer, prior to the issuance of the Bonds, shall file a report with the City Commission with respect to the sale of the Bonds. Such report shall include (a) the date of issue, principal amount, principal payment dates, and the manner of sale of the Bonds, (b) the interest rate or rates on the Bonds and the interest payment dates, (c) the optional and mandatory

redemption provisions related to the Bonds, (d) the use and disposition of the proceeds of the Bonds, and (e) the extent of the use of any bond insurance to secure payment of the Bonds.

Section 23. Sale, Issuance and Delivery of Bonds; Preparation and Use of Official Statement. The Mayor, City Clerk, City Manager, Deputy City Manager, City Treasurer and Chief Financial Officer are authorized to do all things necessary to effectuate the sale, issuance and delivery of the Bonds in accordance with the provisions of this resolution.

The City's Chief Financial Officer is hereby authorized to cause the preparation of an official statement for the Bonds for purposes of compliance with Rule 15c2-12 issued under the Securities Exchange Act of 1934, as amended (the "Rule"), and to do all other things necessary to comply with the Rule. After the award of the Bonds, the City will provide copies of a "final official statement" (as defined in paragraph (f)(3) of the Rule) on a timely basis and in reasonable quantity as requested by the purchaser to enable such purchaser to comply with paragraph (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board. The City's Chief Financial Officer is authorized to enter into such agreements as may be required to enable the purchaser to comply with the Rule.

Section 24. Continuing Disclosure. The City's Chief Financial Officer is authorized to execute and deliver in the name and on behalf of the City a continuing disclosure certificate to comply with the requirements for a continuing disclosure undertaking by the City pursuant to paragraph (b)(5) of the Rule, and amendments to such certificate from time to time in accordance with the terms of such certificate (the certificate and any

amendments thereto are collectively referred to herein as the "Continuing Disclosure Certificate"). The City hereby covenants and agrees that it will comply with and carry out all the provisions of the Continuing Disclosure Certificate.

Section 25. Approval of Michigan Department of Treasury. The issuance and sale of the Bonds is subject to approval being granted therefor by the Department of Treasury of the State ("Treasury") in accordance with Act 34. The City has previously filed a qualifying statement with Treasury, and subsequent thereto the City has been granted qualified status by Treasury, all as provided in Act 34.

Section 26. Bond Counsel. The firm of Dickinson Wright PLLC is hereby approved as bond counsel to the City for the issuance of the Bonds and the Chief Financial Officer is authorized to sign an engagement letter with bond counsel with such fee as is provided in the financial report prepared for the Bonds. The City acknowledges that Dickinson Wright PLLC represents a number of financial institutions in public finance matters unrelated to the Bonds, including the Underwriter, and consents to Dickinson Wright PLLC's representation of the City as bond counsel and, and waives any conflict of interest arising from such representation of the Underwriter in other matters not involving the City or the Bonds.

Section 27. Municipal Advisor. MFCI, LLC is appointed as registered municipal advisor for the issuance of the Bonds.

Section 28. Severability. If any section, paragraph, clause or provision of this resolution shall be held invalid, the invalidity of such paragraph, section, clause or provision shall not affect any of the other provisions of this resolution.

Section 29. Prior Resolutions. All resolutions or parts thereof in conflict with the provisions of this resolution are, to the extent of such conflict, hereby repealed.

Section 30. Headings. The section headings in this resolution are furnished for convenience of reference only and shall not be considered to be part of this resolution.

Section 31. Effective Date of Resolution. This resolution shall become effective immediately upon its passage.

Prepared by:
Jessica L. Wood


CORRECT IN FORM
DEPARTMENT OF LAW