

RESOLUTION 14 - 10
RESOLUTION AUTHORIZING
ST. CLAIR COUNTY SEWAGE DISPOSAL SYSTEM NO. 1 BONDS,
SERIES 2014 (CITY OF ALGONAC, TOWNSHIPS OF CLAY
AND IRA) (GENERAL OBLIGATION LIMITED TAX)

Minutes of a meeting of the Board of Commissioners of the County of St. Clair, State of Michigan, held on April 17, 2014.

PRESENT: Commissioners Smaslo, Tomlin, Hettrich, Kelly,
Bushong, Grattop, Bohm

ABSENT: Commissioners _____

The following preamble and resolution were offered by Commissioner Grattop and supported by Commissioner Bushong:

WHEREAS, the County of St. Clair, State of Michigan (the "County"), acting by and through its Board of Commissioners and pursuant to the authority conferred upon it by Act 185, Public Acts of Michigan, 1957, as amended (the "Act"), did, by resolution duly adopted by at least a two-thirds (2/3) vote of the members-elect of said Board of Commissioners, establish a Board of Public Works in and for the County for the administration of the powers conferred upon the County by the Act; and

WHEREAS, pursuant to the authorization of Section 2 of the Act, a Board of Public Works has been appointed and is functioning as provided in the Act; and

WHEREAS, the County pursuant to the Act has established the *St. Clair County Sewage Disposal System No. 1 (City of Algonac, Townships of Clay and Ira)* (the "System"); and

WHEREAS, the County, by and through the Board of Public Works (the "Board" or the "Board of Public Works"), and the City of Algonac, located in the County ("Algonac"), the Township of Clay, located in the County ("Clay"), and the Township of Ira, located in the County ("Ira") (Algonac, Clay and Ira each a "Local Unit" and together the "Local Units"), have entered into a contract, dated as of June 1, 2014, 2014 (the "Contract"), for the acquisition, construction, furnishing, equipping and financing of improvements to the System (the "Project"), which Contract is attached hereto as Exhibit A and made a part of this resolution by this reference thereto; and

WHEREAS, the Contract has been duly approved by resolutions of the Board of Public Works and the legislative bodies of the Local Units; and

WHEREAS, the Contract must be duly approved by resolution of the County Board of Commissioners and executed by the Board of Public Works and the Local Units; and

WHEREAS, the plans and specifications and the estimates of cost of each aspect of the Project have been prepared by Fleis & VandenBrink Engineering, Inc., engineers of Grand Rapids, Michigan (the "Engineers"), and have been duly approved by the Board of Public Works; and

WHEREAS, under the provisions of the Contract, the Local Units have obligated themselves to pay the cost of the Project to be financed by the issuance of bonds of the County by paying the installments, plus interest, as specified in the Contract (the "Contractual Payments"), and have further obligated themselves to collect sufficient moneys annually for the purpose of meeting the Contractual Payments, subject to applicable constitutional, statutory and charter limitations; and

WHEREAS, the County now proposes to issue its bonds, as authorized by the Act, in anticipation of and secured primarily by the Contractual Payments that each Local Unit has in the Contract obligated itself to provide in such amounts as may be necessary to pay the cost of acquiring and constructing the Project, and all things necessary to the authorization and issuance of the bonds under the Act having been done, and the County being now empowered and desirous of authorizing the issuance of said bonds; and

WHEREAS, the Board of Public Works has approved this resolution and recommended its adoption by this Board of Commissioners.

THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF ST. CLAIR, AS FOLLOWS:

1. Plans and Specifications. The preliminary plans and estimates of cost for the Project as prepared by the Engineers and as reviewed and approved by the Board of Public Works are hereby accepted and approved, and it is hereby determined to be advisable and necessary for the public health of the County to acquire, construct and complete the Project as provided in said plans.
2. Approval of Contract. The Contract is hereby ratified, confirmed and approved. The County Clerk is authorized and directed to transmit such approval to the Board of Public Works. The Chairman and the Secretary of the Board of Public Works are authorized and directed to execute the Contract for and on behalf of the County.
3. Project Costs. The total estimated cost of acquiring and constructing the Project, including payment of incidental expenses as specified in Section 5 of this resolution, in the amount of not to exceed \$600,000 is hereby approved and confirmed.
4. Useful Life of Project. The estimated period of usefulness of the Project is determined to be not less than twenty (20) years.
5. Authorization of Bonds. For the purpose of defraying part of the costs of the Project, including payment of engineering, legal and financial expenses, there be borrowed the sum of not to exceed Six Hundred Thousand Dollars (\$600,000), and that in evidence thereof there be issued the Bonds of the County in an equivalent aggregate principal amount (the "Bonds").
6. Bond Terms. The Bonds shall be designated ST. CLAIR COUNTY SEWAGE DISPOSAL SYSTEM NO. 1 BONDS, SERIES 2014 (CITY OF ALGONAC, TOWNSHIPS OF CLAY AND IRA) (GENERAL OBLIGATION LIMITED TAX), the principal of and interest thereon to be payable primarily out of the Contractual Payments required to be paid by the Local Units pursuant to the Contract. The Bonds shall be issued in an amount of not to exceed Six Hundred Thousand Dollars (\$600,000) or such lesser amount as shall be determined by the Managing Director of the Road Commission, or the Secretary, Chairperson, or Vice-Chairperson of the Board of Public Works at the time of sale (the "Principal Amount"), and approved by the State of Michigan acting through its

Department of Environmental Quality (“DEQ”), and the Michigan Finance Authority (the “Authority”). The Bonds, which are to be sold to the Authority, shall be in the form of a single fully-registered, nonconvertible bond of the denomination of the Principal Amount dated as of the date of delivery of the Bonds, payable in principal installments serially on October 1 of each year in such amounts and beginning on such date as may be determined by the Secretary of the Board of Public Works at the time of sale of the Bonds, provided the first principal repayment shall not be earlier than October 1, 2015 and final payment of principal shall not be later than October 1, 2034. The schedule of principal installments shall be finally determined by the Secretary of the Board of Public Works at the time of sale of the Bonds. Final determination of the Principal Amount and the payment dates and amounts of principal installments of the Bonds shall be evidenced by a certificate of the Secretary of the Board of Public Works and the execution of the Purchase Contract between the Board of Public Works on behalf of the County providing for sale of the Bonds.

The Bonds or installments thereof will be subject to prepayment prior to maturity in the manner and at the times as provided in the form of bond contained in this resolution or as may be approved by the Authority.

The Board of Public Works is hereby authorized to sell the Bonds to the Authority at an interest rate of two and one-half percent (2.50%) per annum and at the par value thereof as evidenced by execution of a Purchase Contract as hereinafter provided, and to deliver the Bonds in accordance with the delivery instructions of the Authority.

The Bonds are expected to be delivered to the Authority in installments (the “Delivery Installments”), and the Authority will periodically provide to the County a statement showing the Delivery Installments which have been advanced and the date of each advance. The Delivery Installments shall be deemed to correspond to the serial principal installments of the Bonds in direct chronological order of said serial principal installments.

The serial principal installments of the Bonds will each bear interest from the date of delivery of the corresponding Delivery Installment at the rate of two and one-half percent (2.50%) per annum payable on October 1, 2014 and semiannually thereafter on April 1 and October 1 of each year until maturity or earlier prepayment of said installment; provided however, that at the time of sale of the Bonds to the Authority, the Board of Public Works may approve a lower interest rate or an earlier or a later date for initial payment of interest if approved by the Authority. Final determination of the interest rate and the payment dates of the Bonds shall be evidenced by a certificate of the Secretary of the Board of Public Works and the execution of the Purchase Contract between the Board of Public Works on behalf of the County providing for sale of the Bonds. In the event of a default in the payment of principal or interest thereon when due, whether at maturity, by redemption or otherwise, the Bonds shall bear additional interest as required by the Authority. The Bonds sold to the Authority shall not be convertible or exchangeable into more than one fully-registered bond.

The Board of Public Works shall record on the registration books payment by the County of each installment of principal or interest or both when made and the cancelled checks or other records evidencing such payments shall be returned to and retained by the Board of Public Works and shall be conclusive evidence of such payments and the obligation of the County with respect to such payments shall be discharged to the extent of such payments. Upon payment by the County of all outstanding principal of and interest on the Bonds sold to the Authority, the registered owner thereof shall deliver the Bonds to the County for cancellation.

7. Execution of Bonds. The Chairman of the Board of Commissioners and the County Clerk are hereby authorized and directed to execute the Bonds by means of their manual or facsimile signatures when issued and sold for and on behalf of the County and to cause to be printed thereon a facsimile of the seal of the County.

8. Contractual Payments as Security. The Bonds and the interest thereon shall be payable primarily from the Contractual Payments received by the Board on behalf of the County, for their shares of the payment of which each Local Unit has in the Contract pledged its full faith and credit pursuant to the provisions of the Act. Pursuant to the provisions of Article IX, Section 6 of the Michigan Constitution of 1963, each Local Unit has covenanted and agreed to levy taxes annually to the extent necessary to provide the funds to meet its Contractual Payments when due in anticipation of which the Bonds are issued, which taxes shall be subject to applicable constitutional, statutory and charter limitations. All of such Contractual Payments are hereby pledged for the payment of principal of and interest on the Bonds.

9. Additional Security. Pursuant to the authorization provided in the Act, the full faith and credit of the County is hereby pledged for the prompt payment of the principal of and interest on the Bonds as the same shall become due. If for any reason there are not sufficient funds on hand from the Contractual Payments to pay the principal of and interest on the Bonds when due, upon written notification by the Board of Public Works to the County Treasurer of the amount of such deficiency, the County Treasurer shall promptly deposit into the debt retirement fund for the Bonds the amount of such deficiency out of general funds of the County. If it becomes necessary for the County to so advance any such moneys, it shall be entitled to reimbursement from any surplus from time to time existing in the fund which said principal and interest are primarily liable, or from any other legally available source. The County recognizes and covenants that its full faith and credit pledge hereunder is a first budget obligation, and, to the extent necessary to provide funds to meet such pledge herein provided, it is obligated to levy ad valorem taxes against the taxable property in the County, which taxes, however, shall be subject to statutory and constitutional limitations.

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, premium, if any, and interest on the Bonds, shall be deposited in trust, 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 on the Bonds from the cash or securities deposited in trust and the interest and gains thereon and to transfer and exchange bonds as provided in this resolution.

10. Debt Retirement Fund. It shall be the duty of the Board of Public Works or the appropriate County official, after the adoption of this resolution and the sale of the Bonds herein authorized, to open a special account to be designated by the Board of Public Works or the appropriate County official to be designated DEBT RETIREMENT FUND – ST. CLAIR COUNTY SEWAGE DISPOSAL SYSTEM NO. 1 BONDS, SERIES 2014 (CITY OF ALGONAC, TOWNSHIPS OF CLAY AND IRA), sometimes referred to as the “Debt Retirement Fund”, into which shall be deposited all Contractual Payments as received, and into which account any advances made by the County pursuant to Section 9 of this resolution shall be deposited. The moneys from time to time on hand in the Debt Retirement Fund shall be used solely for the payment of the principal of and interest on the Bonds, or, to the extent of any surplus, to reimburse the County for any advances made pursuant to Section 9 hereof.

The County shall have the right to invest moneys in the Debt Retirement Account as provided in the Contract.

11. Operation, Maintenance and Control of the System. The operation, maintenance and administration of the System and the acquisition and construction of the Project shall be under the overall jurisdiction and control of the Board of Public Works as agency of the County, and the provisions in the Contract relative to such operation, maintenance and administration including the operation, maintenance and administration of the System as provided in the Contract are hereby recognized, approved and confirmed.

12. Bond Form. The Bonds which are sold to the Authority shall be in substantially the following form, with such revisions as the Chairman of the Board of Public Works or the Secretary of the Board of Public Works, may determine to be necessary or desirable, permitted by law, and not materially adverse to the County. The maturity schedule for the Bonds may be adjusted by the Secretary of the Board of Public Works, upon the advice and direction of the County's financial advisor and bond counsel, provided the Authority consents to such modification:

UNITED STATES OF AMERICA
STATE OF MICHIGAN

COUNTY OF ST. CLAIR

ST. CLAIR COUNTY SEWAGE DISPOSAL SYSTEM NO. 1 BONDS,
SERIES 2014 (CITY OF ALGONAC, TOWNSHIPS OF CLAY
AND IRA) (GENERAL OBLIGATION LIMITED TAX)

REGISTERED OWNER: Michigan Finance Authority

PRINCIPAL AMOUNT: _____ Dollars (\$ _____)

DATE OF ORIGINAL ISSUE: _____, 2014

The County of St. Clair, State of Michigan (the "County"), acknowledges itself to owe and for value received hereby promises to pay to the Michigan Finance Authority (the "Authority"), or registered assigns, the Principal Amount shown above, or such portion thereof as shall have been advanced to the County pursuant to a Purchase Contract between the County and the Authority and a Supplemental Agreement by and among the County, the Authority and the State of Michigan acting through the Department of Environmental Quality, in lawful money of the United States of America, unless prepaid prior thereto as hereinafter provided.

During the time the Principal Amount is being drawn down by the County under this bond, the Authority will periodically provide to the County a statement showing the amount of principal that has been advanced and the date of each advance, which statement shall constitute prima facie evidence of the reported information; provided that no failure on the part of the Authority to provide such a statement or to reflect a disbursement or the correct amount of a disbursement shall relieve the County of its obligation to repay the outstanding Principal Amount actually advanced, all accrued interest thereon, and any other amount payable with respect thereto in accordance with the terms of this bond.

The Principal Amount shall be payable on the dates and in the annual principal installment amounts set forth on Schedule I attached hereto and made a part hereof, as such schedule may be adjusted if less than \$600,000 is disbursed to the County or if a portion of the Principal Amount is prepaid as provided below, with interest on said principal installments from the date each said installment is delivered to the holder hereof until paid at the rate of two and one-half percent (2.50%) per annum. Interest is first payable on October 1, 2014 and semiannually thereafter and principal is first payable on October 1, 2015 (as identified in the Purchase Contract), and annually thereafter.

This bond may be subject to redemption prior to maturity by the County only with the prior written consent of the Authority and on such terms as may be required by the Authority.

Notwithstanding any other provision of this bond, as long as the Authority is the owner of this bond, (a) this bond is payable as to principal, premium, if any, and interest at The Bank of New York Mellon Trust Company, N.A., or at such other place as shall be designated in writing to the County by the Authority (the "Authority's Depository"); (b) the County agrees that it will deposit with the Authority's Depository payments of the principal of, premium, if any, and interest on this bond in immediately available funds by 12:00 noon at least five business days prior to the date on which any

such payment is due whether by maturity, redemption or otherwise; in the event that the Authority's Depository has not received the County's deposit by 12:00 noon on the scheduled day, the County shall immediately pay to the Authority as invoiced by the Authority an amount to recover the Authority's administrative costs and lost investment earnings attributable to that late payment; and (c) written notice of any redemption of this bond shall be given by the County and received by the Authority's Depository at least 40 days prior to the date on which such redemption is to be made.

Additional Interest

In the event of a default in the payment of principal or interest hereon when due, whether at maturity, by redemption or otherwise, the amount of such default shall bear interest (the "additional interest") at a rate equal to the rate of interest which is two percent above the Authority's cost of providing funds (as determined by the Authority) to make payment on the bonds of the Authority issued to provide funds to purchase this bond but in no event in excess of the maximum rate of interest permitted by law. The additional interest shall continue to accrue until the Authority has been fully reimbursed for all costs incurred by the Authority (as determined by the Authority) as a consequence of the County's default. Such additional interest shall be payable on the interest payment date following demand of the Authority. In the event that (for reasons other than the default in the payment of any municipal obligation purchased by the Authority) the investment of amounts in the reserve account established by the Authority for the bonds of the Authority issued to provide funds to purchase this bond fails to provide sufficient available funds (together with any other funds which may be made available for such purpose) to pay the interest on outstanding bonds of the Authority issued to fund such account, the County shall and hereby agrees to pay on demand only the County's pro rata share (as determined by the Authority) of such deficiency as additional interest on this bond.

This bond is payable primarily from the proceeds of contractual payments to be paid by the City of Algonac, the Township of Clay and the Township of Ira, each located in the County of St. Clair, Michigan (the "Local Units"), to the Board of Public Works, acting for and on behalf of the County, pursuant to a certain contract dated as of June 1, 2014 (the "Contract"), among the Local Units and the County whereby the Board of Public Works, on behalf of the County, will construct sewage disposal system improvements, all of which are part of the St. Clair County Sewage Disposal System No. 1 (City of Algonac, Townships of Clay and Ira), to serve the Local Units. By the provisions of the Contract and pursuant to the authorization provided by law, each Local Unit has pledged its limited tax full faith and credit for the payment of its contractual obligations. The County has irrevocably pledged to the payment of this issue of bonds the total contractual payments, which said total payments are established in the amount required to pay the principal of and interest on the bonds of this issue when due. As additional security for the payment of the bonds of this issue, the County, pursuant to the provisions of Act 185, Public Acts of Michigan, 1957, as amended, and at least a three-fifths (3/5) vote of the members-elect of its Board of Commissioners, has pledged its limited tax full faith and credit for the prompt payment of the principal of and interest thereon. The full faith and credit pledge of each Local Unit is a limited tax general obligation of the Local Unit, and each Local Unit is required to pay its debt service commitments on this bond as a limited tax first budget obligation from its general funds, including the collection of any ad valorem taxes which the Local Unit is authorized to levy, subject to applicable constitutional, statutory and charter limitations. The obligation of the County hereunder is a limited tax obligation and the ability of the County to levy such taxes is subject to applicable constitutional and statutory limitations.

This bond is a single, fully registered, nonconvertible bond issued in the principal sum indicated above, pursuant to a resolution duly adopted by the Board of Commissioners of the County on

April 17, 2014, and under and in full compliance with the Constitution and statutes of the State of Michigan, including specifically Act 185, Public Acts of Michigan, 1957, as amended. For a complete statement of the funds from which and the conditions under which this bond is payable, and the general covenants and provisions pursuant to which this bond is issued, reference is made to the above described resolution.

This bond shall be registered as to principal and interest on the books of the County kept by the Board of Public Works and may be transferred only upon surrender of this bond by the registered owner of record in person, or by registered owner's attorney duly authorized in writing, to the Board of Public Works together with a written instrument of transfer satisfactory to the Board of Public Works duly executed by the registered owner or the registered owner's attorney duly authorized in writing, and thereupon a new registered bond in the same aggregate principal amount and of the same maturity shall be issued to the transferee in exchange therefor as provided in the resolution authorizing this bond, and upon the payment of the charges, if any, therein prescribed.

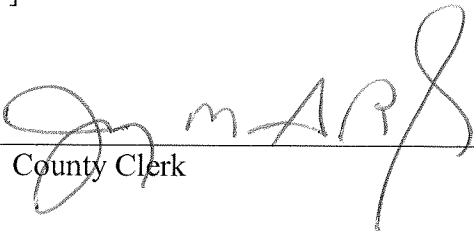
It is hereby certified and recited that all acts, conditions and things required by law precedent to and in the issuance of this bond have been done and performed in regular and due time and form as required by law.

IN WITNESS WHEREOF, the County of St. Clair, State of Michigan, by its Board of Commissioners, has caused this bond to be signed in its name with the manual or facsimile signature of the Chairman of the Board of Commissioners and to be countersigned with the manual or facsimile signature of the County Clerk and its corporate seal to be impressed or printed hereon, all as of the Date of Original Issue.

COUNTY OF ST. CLAIR
STATE OF MICHIGAN

By 
Chairman, Board of Commissioners

[SEAL]

By 
County Clerk

[EXAMPLE ONLY]

DEQ Project No.: 5577-01
DEQ Approved Amt: \$600,000

SCHEDULE I

Based on the schedule provided below unless revised as provided in this paragraph, repayment of principal of the bond shall be made until the full amount advanced to the County is repaid. In the event the Order of Approval issued by the Department of Environmental Quality (the "Order"), approves a principal amount of assistance less than the amount of the bond delivered to the Authority, the Authority shall only disburse principal up to the amount stated in the Order. In the event (1) that the payment schedule approved by the County and described below provides for payment of a total principal amount greater than the amount of assistance approved by the Order or (2) that less than the principal amount of assistance approved by the Order is disbursed to the County by the Authority, the Authority shall prepare a new payment schedule which shall be effective upon receipt by the County.

<u>Principal Installment Due on October 1</u>	<u>Amount of Principal Installment</u>
2015	\$25,000
2016	25,000
2017	25,000
2018	25,000
2019	25,000
2020	25,000
2021	25,000
2022	30,000
2023	30,000
2024	30,000
2025	30,000
2026	30,000
2027	30,000
2028	30,000
2029	35,000
2030	35,000
2031	35,000
2032	35,000
2033	35,000
2034	40,000

Interest on the bond shall accrue on principal disbursed by the Authority to the County from the date principal is disbursed, until paid, at the rate of 2.50% per annum, payable October 1, 2014, and semi-annually thereafter.

The County agrees that it will deposit with the Authority's Depository, or such other place as shall be designated in writing to the County by the Authority payments of the principal of, premium, if any, and interest on this bond in immediately available funds by 12:00 noon at least five business days prior to the date on which any such payment is due whether by maturity, redemption or otherwise. In the event that the Authority's Depository has not received the County's deposit by 12:00 noon on the scheduled day, the County shall immediately pay to the Authority as invoiced by the Authority an amount to recover the Authority's administrative costs and lost investment earnings attributable to that late payment.

13. Additional Bonds. Nothing contained in this resolution or the Contract shall be construed to prevent the County from issuing additional bonds under the provisions of the Act for any of the purposes authorized by the Act, but any such bonds shall in no way have any lien on or be payable out of the Contractual Payments pledged to the payment of the Bonds of this authorized issue, except such additional bonds as may be issued to complete the Project pursuant to the authorization provided in Section 15 of the Contract.

14. Construction Fund. The proceeds of sale of the Bonds shall be deposited in a special account to be designated by the Board or the County, said account to be designated ST. CLAIR COUNTY SEWAGE DISPOSAL SYSTEM NO. 1 BONDS, SERIES 2014 (CITY OF ALGONAC, TOWNSHIPS OF CLAY AND IRA) CONSTRUCTION FUND (hereinafter referred to as the "Construction Fund"). The moneys from time to time in such fund shall be used solely and only to pay costs of acquiring and constructing the Project.

15. Contract with Bondholders. The provisions of this resolution, together with the Contract, shall constitute a contract between the County and the owner or owners of the Bonds from time to time and after the issuance of such bonds, no change, variation or alteration of the provisions of this resolution and the Contract may be made which would lessen the security for the Bonds. The provisions of this resolution and the Contract shall be enforceable by appropriate proceedings taken by such owner either at law or in equity.

16. County Covenants. The County covenants and agrees with the successive owners of the Bonds that so long as any of the Bonds remain outstanding and unpaid as to either principal or interest:

(a) The County and the Board of Public Works, as agency of the County, will punctually perform all of their obligations and duties under this resolution and the Contract, including all collection, segregation and application of the Contractual Payments in the manner required by the provisions of this resolution.

(b) The County and the Board, as the agency of the County, will apply and use the proceeds of the sale of the Bonds for the purposes and in the manner required by the Contract and this resolution. The County will maintain and keep proper books of record and account relative to the application of funds for the construction of the Project and the Contractual Payments received pursuant to the Contract or monies advanced by the County. Not later than six (6) months after the end of each year, the Board of Public Works shall cause to be prepared a statement, in reasonable detail, showing the application of the proceeds of the sale of the Bonds, the cash receipts from the Contractual Payments or monies advanced by the County during such year, and the application thereof, and such other information as may be necessary to enable any taxpayer or any holder or owner of the Bonds, or anyone acting in their behalf, to be fully informed as to all matters pertaining to the expenditure of funds on the Project and for the payment of bonds during such year. A copy of said statement shall be filed with the County Clerk and the Clerk of each Local Unit.

(c) The County will take or abstain from taking all actions required by the Internal Revenue Code of 1986, as amended, and regulations thereunder as may be necessary to retain for the interest on the Bonds the exemption from direct federal income taxation, including specifically all actions and abstention from actions as required by the Non-Arbitrage and Tax Compliance Certificate and related documents furnished in connection with the Bonds.

17. Tax Covenant. The City shall, to the extent permitted by law, take all actions within its control necessary to maintain the exclusion of the interest on the Bonds from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended, including, but not limited to, actions relating to any required rebate of arbitrage earnings and the expenditures and investment of Bond proceeds and moneys deemed to be Bond proceeds.

18. Designation of Authorized Officers. The Managing Director of the Road Commission, and the Secretary, Chairperson and Vice-Chairperson of the Board of Public Works are each individually authorized to execute and deliver the Purchase Contract, the Supplemental Agreement among the County, the DEQ and the Authority relating to the Project, and an Issuer's Certificate as may be necessary or advisable to qualify the Bonds for the Clean Water Revolving Fund program of DEQ, with such terms as they may determine to be necessary or desirable, permitted by law, and not materially adverse to the County.

19. Authorization of Other Actions. The Managing Director of the Road Commission, and the Secretary, Chairperson, and Vice-Chairperson of the Board of Public Works are each individually authorized to take any actions necessary to comply with requirements of the Authority and DEQ in connection with the sale of the Bonds to the Authority. The Managing Director of the Road Commission, and the Secretary, Chairperson and Vice-Chairperson of the Board of Public Works, are each individually authorized to execute and deliver such other certificates, documents, instruments, and other papers as may be required by the Authority or DEQ or as may be otherwise necessary or convenient to effect the delivery of the Bonds.

20. Posting of Notice Pursuant to Act 34. The County hereby confirms that the posting required pursuant to Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), as set forth on Exhibit B attached hereto, was done in due time and form as required by Act 34.

21. Approval of Bond Counsel. The representation of the County by Miller, Canfield, Paddock and Stone, P.L.C. ("Miller Canfield"), as bond counsel is hereby approved, notwithstanding the representation by Miller Canfield of the Authority and the Local Units which may include advising the Authority and Local Units with respect to this borrowing.

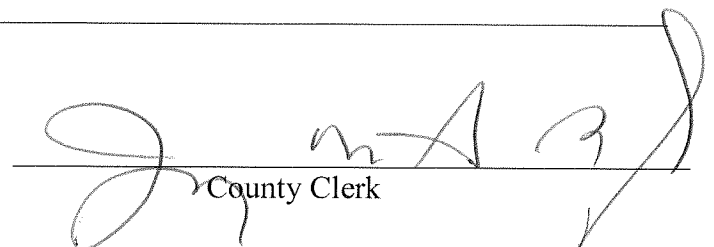
22. Repealer. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are repealed.

23. Immediate Effect. This resolution shall become effective immediately upon its passage.

AYES: Commissioners: SUNAKO, TOMLIN, HELDENMAN, BELLIS,
BUSHING, GOZATOPP, BOHM

NAYS: Commissioners _____

RESOLUTION DECLARED ADOPTED.



County Clerk