

Board of Public Works
County of Chippewa, State of Michigan

RESOLUTION 13-23 APPROVING
REFUNDING CONTRACT AND BOND RESOLUTION

WHEREAS, the Board of Public Works (the "Board of Public Works"), has been established by the County of Chippewa (the "County") under the terms of Act 185, Public Acts of Michigan, 1957, as amended ("Act 185"), with authority to acquire and finance water supply and sewage disposal system improvements for public corporations within the County; and

WHEREAS, the County has previously established the City of Sault Ste. Marie Water Supply and Sewage Disposal System (the "System"); and

WHEREAS, pursuant to the provisions of Act 185, the County through the Board of Public Works and the City of Sault Ste. Marie (the "City"), did enter into certain contracts to acquire, construct and finance water supply and sewage disposal system improvements; and

WHEREAS, the County through the Board of Public Works did enter into a certain contract with the City dated January 1, 2010 (the "Contract"), under which the County issued its Water Supply and Sewage Disposal System Limited Tax General Obligation Bonds (City of Sault Ste. Marie), Series 2010 (Federally Taxable-Build America Bonds-Direct Payment), dated February 3, 2010 (the "Prior Bonds");

WHEREAS, the Prior Bonds provide that if for any reason (other than because of an action taken by or inaction by the County), the United States Department of Treasury or any agency of the United States of America at any time cease to remit to the County all or any part of the refundable credit, the County has the right at its option to redeem and retire all or any part of the Prior Bonds; and

WHEREAS, in September 2013, the County received its direct pay subsidy refundable credit payment from the Department of Treasury with respect to the interest payable on the Prior Bonds on October 1, 2013, which was reduced by 8.7% pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended; and

WHEREAS, the City has requested and the County desires to exercise its right to call the Prior Bonds for redemption and issue bonds to provide for the refunding of the Prior Bonds; and

WHEREAS, a Refunding Contract, dated as of November 1, 2013 (the "Refunding Contract"), has been prepared pursuant to authority of Act 34 and Act 185 providing for the implementation of such refunding program and is attached hereto as Exhibit A; and

WHEREAS, the Refunding Contract has been approved and executed by the City; and

WHEREAS, a form of resolution authorizing the Refunding Bonds has been prepared by bond counsel and presented to the Board of Public Works.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Approval of Refunding Contract and Bond Resolution. The Refunding Contract providing for the issuance of Refunding Bonds as described above is hereby approved. The form of resolution authorizing the Refunding Bonds (the "Bond Resolution"), is hereby approved. The Chairperson and the Secretary of this Board of Public Works each is authorized and directed to transmit such approval to the County Board of Commissioners with the recommendation of this Board of Public Works that the Refunding Contract and Bond Resolution be approved and adopted for and on behalf of the County.

2. Execution of Refunding Contract. The Chairperson and Secretary of this Board of Public Works are authorized and directed to execute the Refunding Contract for and on behalf of the County after due authorization by the County Board of Commissioners. The Chairperson and Secretary of this Board of Public Works each is authorized and directed to execute and deliver such certificates and other documents necessary or convenient to effect the sale, issuance and delivery of the Refunding Bonds.

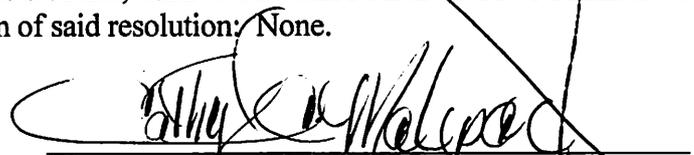
3. Effective Date of Refunding Contract. The Refunding Contract will become effective and binding in accordance with its terms upon the final approval and ratification thereof by the County Board of Commissioners, such final approval and ratification to be given by adoption by the County Board of Commissioners of the Bond Resolution.

4. Rescission. All resolutions and parts of resolutions insofar as the same conflict with the provisions of this resolution be and the same hereby are rescinded.

I further certify that the following Members were present at said meeting: SCOTT SHACKLETON, GEORGE KINSELLA, DON COOPER, TED POSTULA AND DON MCLEAN and that the following Members were absent: NONE.

I further certify that Member McLean moved for adoption of said resolution and that Member Postula supported said motion.

I further certify that the following Members voted for adoption of said resolution: SCOTT SHACKLETON, GEORGE KINSELLA, DON COOPER, TED POSTULA AND DON MCLEAN and that the following Members voted against adoption of said resolution: None.


Secretary, Board of Public Works

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Certification

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Board of Public Works of the County of Chippewa, Michigan, at a regular meeting held on the 12th day of November, 2013, at 2:00 o'clock p.m., prevailing Eastern Time, and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said meeting were kept and will be or have been made available as required by said Act 267.

Exhibit A

[Attach Refunding Contract]

21646800.2\016130-00008

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.