

Sturgis Public School District, St. Joseph County
Minutes of the Study Session of the Board of Education
Held in the Sturgis Central Commons Board Room
Monday, August 12, 2019 – 5:30 p.m.

The Study Session of the Board of Education was called to order by President Scott Boland at 5:32 p.m.

A motion was made by Mrs. Bird with support from Mr. Swihart to approve the agenda as presented. 7 ayes – 0 nays, motion approved.

<u>Present:</u>	Paul Gorsuch	Kerri Millett	Gwen Donmyer
	Scott Boland	Ann Bird	Scott Swihart
	Emily Halling		

Absent:

Administration	Dr. Arthur Ebert, Superintendent
<u>Present:</u>	Ms. Nicole Airgood, Assistant Superintendent

<u>Visitors</u>	Von Metzger, Jenifer Lampe, Kelly Mallory, Rachel Schwartz, Nate Watson – PFM, Wayne Fiebelkorn, Michelle Patrick – Sturgis Journal, Amy McAllister, Ryan VanDosen, Nicole Ness, Chelsea Wilber, Amy Roose, Harmonee McCrea, Lisa Burkey, Heather Basse, Natalie Setterblad, Emma Hunt, Dorian Greening, Lorri Clark, Mike Stiles – WBET, Aubrey Kounelis, Karen Wegner, Mike Miller
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<u>Sturgis Showcase:</u>	Mr. Nathan Watson of PFM presented an opportunity to the board to refinance our State Loan Revolving Fund at a lower interest rate, saving the district approx. \$300,000 over time.
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<u>Public Comments:</u>	There were no public comments.
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<u>The Consent Agenda:</u>	Dr. Ebert reviewed the July financial statements. Any board member with questions on the July minutes should contact Mrs. Karen Stimson within the week. Questions on financial statements and invoices should be directed to Mr. Sterling. Approval will be sought at the August 19 meeting.
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Action Items for Immediate Consideration:

A. 2019 Refunding Bonds Resolution

There was a motion to allow Dr. Ebert, Superintendent of Sturgis Public Schools to make a request for proposals for a refinancing opportunity of the School Loan Revolving Fund balance and additionally giving Dr. Ebert approval to sign with a private placement entity, with parameters of NPV savings of 2% and a maximum true interest cost of 3% by Dr. Millett with support from Mr. Swihart. 7 ayes, 0 nays, motion approved.

B. New Hires

Ms. Airgood introduced several new teachers to the board and asked their approval. There was a motion to approve the hires by Mrs. Halling with support from Mrs. Donmyer. 7 ayes, 0 nays, motion approved.

In administrative reports Ms. Airgood shared that 30 staff members attended a presentation by Eric Jensen re trauma and poverty today.

Dr. Ebert read a letter from a former student thanking SPS.

In Board Comments Mrs. Bird asked about progress on the Congress School playground. She thanked the community and offered congratulations to Mr. Swihart on the success of this year's Homegrown Music Festival. She will miss next week's meeting. Mrs. Donmyer welcomed the new teachers. Dr. Millett echoed that. Mr. Swihart thanked all for support of the festival and welcomed new teachers. Mr. Gorsuch thanked the athletic department for the Wolverine Conference pass. He thanked Ms. Airgood for her hard work, and welcomed new staff. Mrs. Halling commented that it makes her feel old to see a former student hired! Mr. Boland welcomed new teachers and thanked Mr. Watson for his presentation. He offered thanks from Mrs. Boland for the use of Safety Town.

There was a motion to adjourn to closed session at 6:27 p.m. by Mrs. Halling with support from Mr. Swihart. Roll vote: Ayes – Bird, Donmyer, Millett, Boland, Swihart, Gorsuch, and Halling. 7 ayes, 0 nays, motion approved.

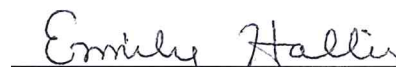
There was a motion to resume open session at 7:12 p.m. by Dr. Millett with support from Mrs. Bird. Roll vote: Ayes – Bird, Donmyer, Millett, Boland, Swihart, Gorsuch, and Halling. 7 ayes, 0 nays, motion approved.

There was a motion by Dr. Millett with support from Mrs. Donmyer to expel student A. 7 ayes, 0 nays, motion approved.

Mr. Boland adjourned the meeting at 7:13 p.m., after a motion by Mr. Swihart with support from Mr. Gorsuch. 7 ayes, 0 nays, motion approved.



Scott Boland, President



Emily Halling, Secretary

Application for Final Qualification of Bonds for Participation in the Michigan School Bond Qualification and Loan Program

Issued under authority of Public Act 92 of 2005, as amended.

Legal Name of School District The Sturgis Public School District	District Code Number 75010	Telephone Number (269) 659-1500	
Address 107 West West Street	City Sturgis	County St. Joseph	ZIP Code 49091-2364
Name of Person Responsible for Preparation of this Application Dr. Arthur Ebert		Title Superintendent	

CERTIFICATION

I, the undersigned, Secretary of the Board of Education, do certify hereby that the following constitutes a true and complete copy of a resolution adopted by the Board of Education of this School District, at a

☒ regular or ☐ special meeting held on the 12 day of August, 2019,

and that the meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with Act 267 of the Public Acts of 1976 (Open Meetings Act).

Name of Secretary (Print or Type) Emily Halling	Signature of Secretary 	Date
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PARTICIPANTS

Secretary, Board of Education Emily Halling	Superintendent of Schools Dr. Arthur Ebert
Treasurer, Board of Education Kerri Millett	Architectural Firm n/a
Bond Counsel Thrun Law Firm	Construction Manager n/a
Financial Advisor Public Financial Advisors LLC	Paying Agent The Huntington National Bank
Senior Underwriter Southern Michigan Bank & Trust	

SALE TYPE

<input type="checkbox"/> Competitive Bid	<input checked="" type="checkbox"/> Negotiated Sale
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RESOLUTION

A meeting was called to order by Scott Boland, President.

Present: Members Boland, Bird, Donmyer, Millett, Swihart, Gorsuch, Halling

Absent: Member None

The following preamble and resolution were offered by Member Millett and supported by Member Swihart.

BACKGROUND

1. Act 92 of the Public Acts of Michigan, 2005, as amended, ("Act 92") enacted pursuant to Article IX, Section 16, of the Michigan Constitution of 1963, provides the procedure, terms and conditions for the final qualification of bonds for participation in the School Bond Qualification and Loan Program.
2. This district has taken all necessary actions to comply with all legal and procedural requirements for final qualification of this bond issue.

ACTION OF THE BOARD

1. The district hereby applies for final qualification of bonds by the State Treasurer for the purpose of:
 - ☐ Financing the school construction **and/or**
 - ☒ Refinancing existing debt as described in this application.
2. The bonds of the district qualified by the State Treasurer will conform to all the requirements of law pertaining generally to school bonds and specifically to school bonds qualified under Section 16, Article IX of the 1963 Michigan Constitution, Act 92, and Act 112, Public Acts of 1961, as amended.
3. Any moneys obtained through the sale of the qualified bonds of the district as herein proposed will be used only for the purpose of:
 - ☐ Financing the projects described in the application including such limited changes allowed by statute, that have been submitted to the State Treasurer for preliminary qualification of bonds numbered SBL_____ **/and/ or**
 - ☒ Refinancing existing qualified debt and for no other purpose unless such change of purpose is permitted by law and has the prior approval of the State Treasurer.
4. The district agrees to annually certify and levy its debt millage tax by filing an Annual Loan Activity Statement in accordance with the requirements of Act 92 and to determine the amounts, if any, to be borrowed from or repaid to the School Loan Revolving Fund ("SLRF"). The district agrees to deposit proceeds of debt millage upon receipt into an account established solely for debt service with the appointed banking institution as defined in Section 9. The district agrees to comply with the provisions of Act 92 governing the periodic recalculation of its millage, the adjustment of its millage levy when necessary, and the repayment of funds to the SLRF, where applicable.
5. The district agrees to enter into a loan agreement and file all necessary applications for qualified loans from the SLRF along with all supporting information for repayment to the SLRF within statutory application dates and in accordance with forms and procedures as prescribed by the State Treasurer. The (insert title of authorized school district official(s)) Superintendent are/is authorized and directed to execute and deliver the loan agreement and any other documents that may be required by the loan agreement on behalf of the district. The district covenants to comply with the terms of any applicable qualified loan agreement it is now or may be a party to, including the provisions related to its millage levy.
6. The district agrees to take actions and refrain from taking actions as necessary to maintain the tax-exempt status of tax-exempt debt issued by the State of Michigan or the Michigan Finance Authority for the purpose of financing the School Bond Loan Fund or the School Loan Revolving Fund as defined in P.A. 227 of 1985, as amended.
7. The district agrees that if these bonds are issued as tax exempt bonds, it will use the proceeds of these bonds only for the purposes that are allowed for tax exempt bonds and that none of such proceeds will be used for more than the first advance refunding of any original bond issued after 1985, nor more than the second advance refunding of any original bond issued before 1986, and the district further agrees that proceeds of bonds issued as Qualified Zone Academy Bonds, Qualified School Construction Bonds, Build America Bonds or Recovery Zone Economic Development Bonds[will only be used for the purposes that are allowed for such bonds.
8. The district agrees to use any funds borrowed from the SLRF only for the payment of principal and interest on qualified bonds that is immediately payable to bondholders and not to fund escrow or sinking funds.

9. The district agrees to appoint a banking institution that performs paying agent services in general, and to execute a signed agreement that provides, at a minimum, the following procedures:
 - a. If the district has not established an irrevocable escrow account with a qualified escrow agent, the district agrees to submit debt service payments for its qualified bonds in immediately available funds to its banking institution no less than five business days prior to the debt service due date, and agrees not to withdraw, or cause a debit to be drawn against, such funds except to pay debt service.
 - b. The district agrees to use an existing or establish a new interest bearing, money market or investment account with the banking institution that performs paying agent services for the subject bonds, that allows the district to provide written investment instructions for the investment of collected funds on hand preceding the debt service due date.
 - c. The paying agent will implement notification procedures that provide that if sufficient funds for full payment of debt service do not reach the banking institution five business days prior to the debt service payment due date, the paying agent will notify the district of the amount of insufficient funds four business days prior to the debt service payment due date. In the event that the district does not immediately resolve the insufficient funds situation, the paying agent will notify the Michigan Department of Treasury of the delinquency three business days before the payment due date.
 - d. The district agrees to furnish written notification to the paying agent and the Department of Treasury of any bonds that have been refunded.
10. The district agrees to deposit all federal interest credits received with respect to its qualified bonds issued as direct credit type bonds into the debt retirement fund payable for such bonds.
11. The district requests that the State Treasurer increase its computed millage if at any time the full amount of any tax credit related to direct credit type bonds is not received or the amount of debt service on its qualified bonds increases for any reason and the current computed millage is not sufficient to repay all outstanding qualified loans by the final mandatory repayment date.
12. The district agrees that if Treasury determines that the district will not be able to make all or part of the debt service payment, Treasury will process an emergency loan from the SLRF. If the district incurs an emergency loan it shall be a legal debt of the district and the State Treasurer shall bill the school district for the amount paid and the school district shall remit the amount to the state.
13. The board directs the school district administration to report any failure to perform as a result of this application. In the event that the district fails to perform any actions as identified in this application or required by law, the district will submit to the State Treasurer a board approved resolution which indicates the actions taken and procedures implemented to assure future compliance.
14. The district board members have read this application, approved all statements and representations contained herein as true to the best knowledge and belief of said board, and authorized the Secretary of the Board of Education to sign this Final Application and submit same to the State Treasurer for his or her review and approval.

Ayes: Members Boland, Bird, Donmyer, Millett, Swihart, Gorsuch, Halling

Nays: Members None

BOND DETAIL

1. **PURPOSE:** Specify the purpose of bond issue exactly as stated on the ballot and as it is to be cited in the Order Qualifying Bonds (or attach an official copy).

The Bonds are being issued for the purpose of refunding certain outstanding indebtedness of the School District to the State of Michigan under the State of Michigan School Bond Qualification and Loan Program.

2. **ELECTION DATA:**

- a. Date of election: _____
- b. Attach a copy of the Certified Official Canvass of Election (if not already on file).

3. **FINAL MATURITY SCHEDULE:**

- a. Total amount of this issue \$ 5,780,000
- b. Due date annually for principal payments: May 1st
- c. Due date semi-annually for interest payments: May 1st/Nov 1st
- d. Attach a copy of the bond amortization and millage impact schedules.

4. **DEBT AMOUNTS:**

- a. Amount of this bond issue \$ 5,780,000
- b. Total amount of bonded debt prior to this issue \$ 24,795,000
- c. Total amount of bonds being refunded \$ 0
- d. Total amount of proposed and existing debt (4a + b - c) \$ 30,575,000

5. **PROPERTY VALUATION:** Taxable valuation as of this date \$ 417,982,739

6. **CHANGES IN FINANCIAL STRUCTURE:** Specify any changes in financial structure since Preliminary Qualification or original Order Qualifying Bonds was approved:

Not Applicable

7. **Bond Type(s)** (Check all that apply):

- ☒ Fixed Rate
- ☐ Variable Rate
- ☐ Tax Exempt
- ☒ Taxable
- ☐ Qualified Zone Academy Bond

**RESOLUTION AUTHORIZING THE ISSUANCE AND
DELEGATING THE SALE OF
THE STURGIS PUBLIC SCHOOL DISTRICT
2019 REFUNDING BONDS**

The Sturgis Public School District, St. Joseph County, Michigan (the "Issuer")

A regular meeting of the board of education of the Issuer (the "Board") was held in the Sturgis Central Commons Boardroom, within the boundaries of the Issuer, on the 12th day of August, 2019, at 5:30 o'clock in the p.m.

The meeting was called to order by Scott Boland, President.

Present: Members Boland, Bird, Donmyer, Millett, Swihart, Gorsuch, Halling

Absent: Members None

The following preamble and resolution were offered by Member Millett and supported by Member Swihart:

WHEREAS:

1. Part VI of Act 34, Public Acts of Michigan, 2001, as amended, the Revised Municipal Finance Act (the "Act"), permits the Issuer to refund all or part of its outstanding obligations; and
2. The outstanding debts to be refunded are the estimated School Bond Loan Fund and/or School Loan Revolving Fund balance in the amount of \$5,688,581.31 as of June 30, 2019, plus accrued interest to the date of delivery (the "Obligations"); and
3. The Issuer has received a proposal from its financial consultant to refund all or part of that portion of the outstanding Obligations of the Issuer on a private placement basis; and
4. The Board determines that it is in the best interest of the Issuer to consider refunding the Obligations; and
5. Prior to the issuance of bonds, the Issuer must either achieve qualified status or secure prior approval of the bonds from the Michigan Department of Treasury (the "Department of Treasury") pursuant to the Act.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Bonds of the Issuer designated 2019 Refunding Bonds (General Obligation - Unlimited Tax) (Federally Taxable) (the "Bonds") be issued in the aggregate principal amount of not to exceed \$5,900,000, as finally determined upon private placement thereof, for the purpose of refunding all or a portion of the Obligations. The Bonds shall be dated the date of delivery, or such other date as established at the time of private placement; shall be numbered in the direct order of their maturities from 1 upwards; shall be fully registered Bonds as to principal and interest; shall

bear interest at a rate or rates to be hereafter determined upon private placement, payable on May 1, 2020, or such other date as may be established at the time of private placement, and semiannually thereafter on November 1 and May 1 in each year; and shall mature on May 1 in each year to be determined by the Superintendent of the Issuer (the "Superintendent"), in the final principal amounts determined upon private placement and may be subject to redemption in the amounts, at the times, in the manner and at the prices determined upon private placement of the Bonds.

2. The Bonds may consist of serial or term Bonds or any combination thereof which may be issued in one or more series, all of which shall be determined upon private placement of the Bonds.

3. The Bonds are issuable in minimum denominations of \$100,000 and integral multiples of \$5,000 over \$100,000, not exceeding the aggregate principal amount for each maturity.

4. The principal of the Bonds and the interest thereon shall be payable in lawful money of the United States of America at or by a bank or trust company to be designated by the Superintendent at the time of private placement (herein called the "Paying Agent"), which shall act as the paying agent and bond registrar or such successor paying agent-bond registrar as may be approved by the Issuer, on each semiannual interest payment date and the date of each principal maturity.

5. Book Entry. Unless otherwise requested by the initial purchaser, the ownership of one fully registered bond for each maturity, in the aggregate principal amount of such maturity, shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). So long as the Bonds are in the book entry form only, the Paying Agent shall comply with the terms of the Blanket Issuer Letter of Representations to be entered into between the Issuer and DTC, which provisions shall govern registration, notices and payment, among other things, and which provisions are incorporated herein with the same effect as if fully set forth herein. The Superintendent is authorized and directed to enter into the Blanket Issuer Letter of Representations with DTC in such form as determined by the Superintendent, in consultation with bond counsel, to be necessary and appropriate. In the event the Issuer determines that the continuation of the system of book entry only transfer through DTC (or a successor securities depository) is not in the best interest of the DTC participants, beneficial owners of the Bonds, or the Issuer, the Issuer will notify the Paying Agent, whereupon the Paying Agent will notify DTC of the availability through DTC of the bond certificates. In such event, the Issuer shall issue and the Paying Agent shall transfer and exchange Bonds as requested by DTC of like principal amount, series and maturity, in authorized denominations to the identifiable beneficial owners in replacement of the beneficial interest of such beneficial owners in the Bonds, as provided herein.

So long as the book-entry-only system remains in effect, in the event of a partial redemption the Paying Agent will give notice to Cede & Co., as nominee of DTC, only, and only Cede & Co. will be deemed to be a holder of the Bonds. DTC is expected to reduce the credit balances of the applicable DTC Participants in respect of the Bonds and in turn the DTC Participants are expected to select those Beneficial Owners whose ownership interests are to be extinguished or reduced by such partial redemptions, each by such method as DTC or such DTC Participants, as the case may be, deems fair and appropriate in its sole discretion.

6. In the event the Bonds are no longer in book entry form only, the following provisions would apply to the Bonds:

The Paying Agent shall keep or cause to be kept, at its principal office, sufficient books for the registration and transfer of the Bonds, which shall at all times during normal business hours be open to inspection by the Issuer; and, upon presentation and surrender for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, transfer or cause to be transferred on said books, Bonds as herein provided.

Any Bond may be transferred upon the books required to be kept pursuant to this section by the person in whose name it is registered, in person or by a duly authorized agent, upon surrender of the Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Paying Agent. Whenever any Bond or Bonds shall be surrendered for transfer, the Issuer shall furnish or cause to be furnished a sufficient number of manual or facsimile executed Bonds and the Paying Agent shall authenticate and deliver a new Bond or Bonds for like aggregate principal amount. The Paying Agent shall require the payment of any tax or other governmental charge required to be paid with respect to the transfer to be made by the bondholder requesting the transfer.

7. If any Bond shall become mutilated, the Issuer, at the expense of the holder of the Bonds, shall furnish or cause to be furnished, and the Paying Agent shall authenticate and deliver, a new Bond of like tenor in exchange and substitution of the mutilated Bond, upon surrender to the Paying Agent of the mutilated Bond. If any Bond issued under this resolution shall be lost, destroyed or stolen, evidence of the loss, destruction or theft and indemnity may be submitted to the Paying Agent, and if satisfactory to the Paying Agent and the Issuer, the Issuer at the expense of the owner, shall furnish or cause to be furnished, and the Paying Agent shall authenticate and deliver a new Bond of like tenor and bearing the statement required by Act 354, Public Acts of Michigan, 1972, as amended, being sections 129.131 to 129.134, inclusive, of the Michigan Compiled Laws, or any applicable law hereafter enacted, in lieu of and in substitution of the Bond so lost, destroyed or stolen. If any such Bond shall have matured or shall be about to mature, instead of issuing a substitute Bond, the Paying Agent may pay the same without surrender thereof.

8. The President and Secretary are authorized to provide the Bonds in conformity with the specifications of this resolution by causing their manual or facsimile signatures to be affixed thereto, and upon the manual execution by the authorized signatory of the Paying Agent, the Treasurer is authorized and directed to cause said Bonds to be delivered to the original Purchaser upon receipt of the purchase price and accrued interest, if any.

Blank bonds with the manual or facsimile signatures of the President and Secretary of the Board affixed thereto, shall, upon issuance and delivery and from time to time thereafter as necessary, be delivered to the Paying Agent for safekeeping to be used for registration and transfer of ownership.

9. There is hereby created a separate depository account to be kept with a bank located in the State of Michigan and insured by the Federal Deposit Insurance Corporation, previously approved as an authorized depository of funds of the Issuer, to be designated 2019 SCHOOL BOND DEBT RETIREMENT FUND (hereinafter referred to as the "DEBT RETIREMENT FUND"), all proceeds from taxes levied for the fund to be used for the purpose of paying the

principal and interest on the Bonds authorized herein as they mature or are redeemed. Upon receipt of the Bond proceeds from the private placement of the Bonds, the accrued interest, if any, shall be deposited in the DEBT RETIREMENT FUND. DEBT RETIREMENT FUND moneys may be invested as authorized by law.

Commencing with the 2019 tax levy, there shall be levied upon the tax rolls of the Issuer in each year for the purpose of the DEBT RETIREMENT FUND a sum not less than the amount estimated to be sufficient to pay the principal and interest on the Bonds as such principal and interest fall due prior to the next year's tax levy, the probable delinquency in collections and funds on hand being taken into consideration in arriving at the estimate. When funds are borrowed from the School Loan Revolving Fund, such funds may be taken into consideration in arriving at the estimated required tax levy. In determining the amount to be levied in 2019, there shall be taken into account any money in the DEBT RETIREMENT FUND. Taxes required to be levied to meet the principal and interest obligations may be without limitation as to rate or amount, as provided by Article IX, Section 6, and Article IX, Section 16 of the Michigan Constitution of 1963.

10. The proceeds of the Bonds shall be used to pay the costs of issuance of the Bonds and to secure payment of the Obligations. Upon receipt of the proceeds of private placement of the Bonds, the accrued interest, if any, shall be deposited in the DEBT RETIREMENT FUND for the Bonds. From the proceeds of the Bonds there shall next be set aside a sum sufficient to pay the costs of issuance of the Bonds in a fund designated 2019 BOND ISSUANCE FUND (hereinafter referred to as the "BOND ISSUANCE FUND"). Moneys in the BOND ISSUANCE FUND shall be used solely to pay expenses of issuance of the Bonds. Any amounts remaining in the BOND ISSUANCE FUND after payment of issuance expenses shall be transferred to the DEBT RETIREMENT FUND for the Bonds.

11. The Bonds shall be in substantially the form attached hereto and incorporated herein as Exhibit A.

12. The Superintendent is authorized to pursue, negotiate and select a sophisticated investor or commercial bank for a private placement of the Bonds, subject to the requirements of paragraph 16 below. The Superintendent is authorized to execute any documents or agreements necessary to evidence or consummate the private placement. Based upon information provided by the Issuer's Financial Advisor, a negotiated sale allows flexibility in the timing, sale and structure of the Bonds in response to changing market conditions and flexibility in sizing the defeasance escrow necessary to accomplish the refunding of the Obligations.

13. The Superintendent is authorized to approve circulation of a Preliminary Official Statement or Marketing Bulletin describing the Bonds.

14. The Superintendent, or designee if permitted by law, is authorized to file with the Department of Treasury an application for approval to issue the Bonds, if required, and to pay any applicable fee therefor and, further, within fifteen (15) business days after issuance of the Bonds, file any and all documentation required subsequent to the issuance of the Bonds, together with any statutorily required fee.

15. The Superintendent is authorized to file with the Department of Treasury or other authorized state agency the Final Qualification Application for the Bonds approved by this Board

and in substantially the form attached hereto as Exhibit B with such changes as the Superintendent shall deem necessary to conform with the final private placement of the Bonds pursuant to the parameters set forth herein.

16. The Superintendent's authorization to make a private placement of the Bonds is subject to the following parameters:

- a. the average true interest rate on the Bonds shall not exceed 3%; and
- b. the present value savings from the refunding shall not be less than 2% of the principal amount of the Obligations; and
- c. the receipt of express written recommendation of the Issuer's financial consulting firm to accept the terms of the Bond Purchase Agreement.

17. The Superintendent is further authorized and directed to (i) execute any and all other necessary documents required to complete the approval and private placement of the Bonds to the Purchaser in accordance with the terms of a bond purchase and/or placement agreement; (ii) appoint a paying agent for the Bonds; (iii) select a bond insurer, accept a commitment therefore and authorize payment of a bond insurance premium to insure any or all of the Bonds if recommended in writing by the Financial Advisor; (iv) deem the Preliminary Official Statement for the Bonds final for purposes of SEC Rule 15c2-12(b)(1); and (v) execute and deliver the final Official Statement on behalf of the Issuer, if necessary.

18. The President or Vice President, the Secretary, the Treasurer, the Superintendent, and/or all other officers, agents and representatives of the Issuer and each of them shall execute, issue and deliver any certificates, statements, warranties, representations, or documents necessary to effect the purposes of this resolution, the Bonds or the bond purchase and/or placement agreement.

19. The officers, agents and employees of the Issuer are authorized to take all other actions necessary and convenient to facilitate the private placement and delivery of the Bonds.

20. Thrun Law Firm, P.C., is appointed as bond counsel for the Issuer with reference to the issuance of the Bonds authorized by this resolution. Further, Thrun Law Firm, P.C., has informed this Board that it represents no other party in the issuance of the Bonds.

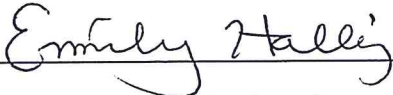
21. The financial consulting firm of PFM Financial Advisors LLC, is appointed as financial consultant to the Issuer with reference to the issuance of the Bonds herein authorized.

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

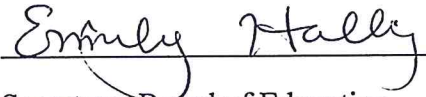
Ayes: Members Boland, Bird, Donmyer, Millett, Swihart, Gorsuch, Halling

Nays: Members None

Resolution declared adopted.


Secretary, Board of Education

The undersigned duly qualified and acting Secretary of the Board of Education of The Sturgis Public School District, St. Joseph County, Michigan, hereby certifies that the foregoing constitutes a true and complete copy of a resolution adopted by the Board at a regular meeting held on August 12, 2019, the original of which is part of the Board's minutes. The undersigned further certifies that notice of the meeting was given to the public pursuant to the provisions of the "Open Meetings Act" (Act 267, Public Acts of Michigan, 1976, as amended).


Secretary, Board of Education

JJS/keh

EXHIBIT A

[No.]

UNITED STATES OF AMERICA
STATE OF MICHIGAN
COUNTY OF ST. JOSEPH
THE STURGIS PUBLIC SCHOOL DISTRICT 2019 REFUNDING BOND
(GENERAL OBLIGATION - UNLIMITED TAX)
(FEDERALLY TAXABLE)

Rate Maturity Date Date of Original Issue CUSIP No.

REGISTERED OWNER:
PRINCIPAL AMOUNT:

THE STURGIS PUBLIC SCHOOL DISTRICT, COUNTY OF ST. JOSEPH, STATE OF MICHIGAN (the "Issuer"), 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 Maturity Date specified above, with interest from the Date of Original Issue until paid at the Rate specified above on the basis of a 360-day year, 30-day month, payable on _____, 20____, and semiannually thereafter on the first day of _____ and _____ of each year (the "Bond" or "Bonds"). Principal on this Bond is payable at the corporate trust office of _____, MICHIGAN (the "Paying Agent"), upon presentation and surrender hereof. Interest is payable by check or draft mailed to the Registered Owner at the registered address shown on the registration books of the Issuer kept by the Paying Agent as of the close of business on the 15th day of the month preceding any interest payment date. The Issuer may hereafter designate a successor paying agent/bond registrar by notice mailed to the Registered Owner not less than sixty (60) days prior to any interest payment date.

This Bond is one of a series of bonds of like date and tenor, except as to denomination, rate of interest and date of maturity, aggregating the principal amount of \$_____ issued under and in pursuance of the provisions of Act 451, Public Acts of Michigan, 1976, as amended; Act 34, Public Acts of Michigan, 2001, as amended; and resolutions duly adopted by the Board of Education of the Issuer on August 12, 2019 and _____, 2019, for the purpose of refunding a portion of certain obligations of the Issuer.

The Issuer has pledged its full faith, credit and resources for the payment of the principal and interest on the Bonds. The Bonds of this issue are payable from ad valorem taxes, which may be levied without limitation as to rate or amount as provided by Article IX, Section 6 and Article IX, Section 16 of the Michigan Constitution of 1963.

OPTIONAL REDEMPTION

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

MANDATORY REDEMPTION

The Bonds maturing on May 1, _____, are term Bonds subject to mandatory redemption, in part, by lot, on the redemption dates and in the principal amounts set forth below and at a redemption price equal to the principal amount thereof, without premium, together with accrued interest to the date fixed for redemption. When term Bonds are purchased by the Issuer 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 or purchased in the order determined by the Issuer.

<u>Redemption Dates</u>	<u>Principal Amounts</u>
May 1, _____	\$ _____
May 1, _____	
May 1, _____	
May 1, _____ (maturity)	

Notice of redemption of any Bond shall be given not less than thirty (30) days and not more than sixty (60) 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 Paying 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 Bond 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 an aggregate principal amount equal to the unredeemed portion of the Bond surrendered shall be issued to the Registered Owner thereof. No further interest payment on the Bonds or portions of Bonds called for redemption shall accrue after the date fixed for redemption, whether presented for redemption, provided funds are on hand with the Paying Agent to redeem the same.

If less than all of the Bonds of any maturity shall be called for redemption prior to maturity, unless otherwise provided, the particular Bonds or portions of Bonds to be redeemed shall be selected by the Paying Agent, in such manner as the Paying Agent in its discretion may deem proper, in the principal amounts designated by the Issuer. Upon presentation and surrender of such Bonds at the corporate trust office of the Paying Agent, such Bonds shall be paid and redeemed.

This Bond is registered as to principal and interest and is transferable as provided in the resolutions authorizing the Bonds only upon the books of the Issuer kept for that purpose by the Paying Agent, by the Registered Owner hereof in person or by an agent of the Registered Owner duly authorized in writing, upon the surrender of this Bond together with a written instrument of transfer satisfactory to the Paying Agent duly executed by the Registered Owner or agent thereof and thereupon a new Bond or Bonds in the same aggregate principal amount and of the same maturity shall be issued to the transferee in exchange therefor as provided in the resolutions authorizing the Bonds, and upon payment of the charges, if any, therein provided. The Bonds are issuable in denominations of \$5,000 or any integral multiple thereof not exceeding the aggregate principal amount for each maturity.

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

This Bond shall not be deemed a valid and binding obligation of the Issuer in the absence of authentication by manual execution hereof by the authorized signatory of the Paying Agent.

IN WITNESS WHEREOF, The Sturgis Public School District, County of St. Joseph, State of Michigan, by its Board of Education, has caused this Bond to be signed in the name of the Issuer by the manual or facsimile signature of its President and countersigned by the manual or facsimile signature of its Secretary as of _____, 2019, and to be manually signed by the authorized signatory of the Paying Agent as of the date set forth below.

THE STURGIS PUBLIC SCHOOL DISTRICT
COUNTY OF ST. JOSEPH
STATE OF MICHIGAN

Countersigned

By Emily Hall
Secretary

By [Signature]
President

CERTIFICATE OF AUTHENTICATION

Dated:

This Bond is one of the Bonds described herein.

(Name of Bank)
(City, State)
PAYING AGENT

By
Authorized Signatory

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____
_____ the within Bond and does hereby irrevocably
constitute and appoint _____ attorney to transfer
the Bond on the books kept for registration of the within Bond, with full power of substitution in
the premises.

Dated: _____

NOTICE: The assignor's signature to this
assignment must correspond with the name as it
appears upon the face of the within Bond in every
particular without alteration or any change whatever.

Signature Guaranteed:

Signature(s) must be guaranteed by an eligible guarantor institution participating in a
Securities Transfer Association recognized signature guarantee program.

The Paying Agent will not effect transfer of this Bond unless the information concerning
the transferee requested below is provided.

Name and Address: _____

(Include information for all joint owners if the Bond is held by joint
account.)

PLEASE INSERT SOCIAL SECURITY NUMBER OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

(if held by joint account, insert number
for first named transferee)

EXHIBIT C

Michigan Department of Treasury
3451 (Rev. 09-16)

Application No. SBL

Application for Final Qualification of Bonds for Participation in the Michigan School Bond Qualification and Loan Program

Issued under authority of Public Act 92 of 2005, as amended.

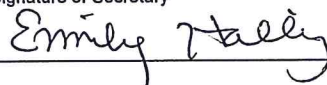
Legal Name of School District The Sturgis Public School District	District Code Number 75010	Telephone Number (269) 659-1500	
Address 107 West West Street	City Sturgis	County St. Joseph	ZIP Code 49091-0000
Name of Person Responsible for Preparation of this Application Dr. Arthur Ebert		Title Superintendent	

CERTIFICATION

I, the undersigned, Secretary of the Board of Education, do certify hereby that the following constitutes a true and complete copy of a resolution adopted by the Board of Education of this School District, at a

☒ regular or ☐ special meeting held on the 12 day of August, 2019,

and that the meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with Act 267 of the Public Acts of 1976 (Open Meetings Act).

Name of Secretary (Print or Type) Emily Halling	Signature of Secretary 	Date
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PARTICIPANTS

Secretary, Board of Education Emily Halling	Superintendent of Schools Dr. Arthur Ebert
Treasurer, Board of Education Kerri Millett	Architectural Firm n/a
Bond Counsel Thrun Law Firm	Construction Manager n/a
Financial Advisor Public Financial Advisors LLC	Paying Agent TBD
Senior Underwriter TBD	

SALE TYPE

<input type="checkbox"/> Competitive Bid	<input checked="" type="checkbox"/> Negotiated Sale
--	---

RESOLUTION

A meeting was called to order by _____, President.

Present: Members _____

Absent: Member _____

The following preamble and resolution were offered by Member _____ and supported by Member _____.

BACKGROUND

1. Act 92 of the Public Acts of Michigan, 2005, as amended, ("Act 92") enacted pursuant to Article IX, Section 16, of the Michigan Constitution of 1963, provides the procedure, terms and conditions for the final qualification of bonds for participation in the School Bond Qualification and Loan Program.
2. This district has taken all necessary actions to comply with all legal and procedural requirements for final qualification of this bond issue.

ACTION OF THE BOARD

1. The district hereby applies for final qualification of bonds by the State Treasurer for the purpose of:
 - ☐ Financing the school construction **and/or**
 - ☒ Refinancing existing debt as described in this application.
2. The bonds of the district qualified by the State Treasurer will conform to all the requirements of law pertaining generally to school bonds and specifically to school bonds qualified under Section 16, Article IX of the 1963 Michigan Constitution, Act 92, and Act 112, Public Acts of 1961, as amended.
3. Any moneys obtained through the sale of the qualified bonds of the district as herein proposed will be used only for the purpose of:
 - ☐ Financing the projects described in the application including such limited changes allowed by statute, that have been submitted to the State Treasurer for preliminary qualification of bonds numbered SBL_____ **/and/ or**
 - ☒ Refinancing existing qualified debt and for no other purpose unless such change of purpose is permitted by law and has the prior approval of the State Treasurer.
4. The district agrees to annually certify and levy its debt millage tax by filing an Annual Loan Activity Statement in accordance with the requirements of Act 92 and to determine the amounts, if any, to be borrowed from or repaid to the School Loan Revolving Fund ("SLRF"). The district agrees to deposit proceeds of debt millage upon receipt into an account established solely for debt service with the appointed banking institution as defined in Section 9. The district agrees to comply with the provisions of Act 92 governing the periodic recalculation of its millage, the adjustment of its millage levy when necessary, and the repayment of funds to the SLRF, where applicable.
5. The district agrees to enter into a loan agreement and file all necessary applications for qualified loans from the SLRF along with all supporting information for repayment to the SLRF within statutory application dates and in accordance with forms and procedures as prescribed by the State Treasurer. The (insert title of authorized school district official(s)) Superintendent are/is authorized and directed to execute and deliver the loan agreement and any other documents that may be required by the loan agreement on behalf of the district. The district covenants to comply with the terms of any applicable qualified loan agreement it is now or may be a party to, including the provisions related to its millage levy.
6. The district agrees to take actions and refrain from taking actions as necessary to maintain the tax-exempt status of tax-exempt debt issued by the State of Michigan or the Michigan Finance Authority for the purpose of financing the School Bond Loan Fund or the School Loan Revolving Fund as defined in P.A. 227 of 1985, as amended.
7. The district agrees that if these bonds are issued as tax exempt bonds, it will use the proceeds of these bonds only for the purposes that are allowed for tax exempt bonds and that none of such proceeds will be used for more than the first advance refunding of any original bond issued after 1985, nor more than the second advance refunding of any original bond issued before 1986, and the district further agrees that proceeds of bonds issued as Qualified Zone Academy Bonds, Qualified School Construction Bonds, Build America Bonds or Recovery Zone Economic Development Bonds[will only be used for the purposes that are allowed for such bonds.
8. The district agrees to use any funds borrowed from the SLRF only for the payment of principal and interest on qualified bonds that is immediately payable to bondholders and not to fund escrow or sinking funds.

9. The district agrees to appoint a banking institution that performs paying agent services in general, and to execute a signed agreement that provides, at a minimum, the following procedures:
 - a. If the district has not established an irrevocable escrow account with a qualified escrow agent, the district agrees to submit debt service payments for its qualified bonds in immediately available funds to its banking institution no less than five business days prior to the debt service due date, and agrees not to withdraw, or cause a debit to be drawn against, such funds except to pay debt service.
 - b. The district agrees to use an existing or establish a new interest bearing, money market or investment account with the banking institution that performs paying agent services for the subject bonds, that allows the district to provide written investment instructions for the investment of collected funds on hand preceding the debt service due date.
 - c. The paying agent will implement notification procedures that provide that if sufficient funds for full payment of debt service do not reach the banking institution five business days prior to the debt service payment due date, the paying agent will notify the district of the amount of insufficient funds four business days prior to the debt service payment due date. In the event that the district does not immediately resolve the insufficient funds situation, the paying agent will notify the Michigan Department of Treasury of the delinquency three business days before the payment due date.
 - d. The district agrees to furnish written notification to the paying agent and the Department of Treasury of any bonds that have been refunded.
10. The district agrees to deposit all federal interest credits received with respect to its qualified bonds issued as direct credit type bonds into the debt retirement fund payable for such bonds.
11. The district requests that the State Treasurer increase its computed millage if at any time the full amount of any tax credit related to direct credit type bonds is not received or the amount of debt service on its qualified bonds increases for any reason and the current computed millage is not sufficient to repay all outstanding qualified loans by the final mandatory repayment date.
12. The district agrees that if Treasury determines that the district will not be able to make all or part of the debt service payment, Treasury will process an emergency loan from the SLRF. If the district incurs an emergency loan it shall be a legal debt of the district and the State Treasurer shall bill the school district for the amount paid and the school district shall remit the amount to the state.
13. The board directs the school district administration to report any failure to perform as a result of this application. In the event that the district fails to perform any actions as identified in this application or required by law, the district will submit to the State Treasurer a board approved resolution which indicates the actions taken and procedures implemented to assure future compliance.
14. The district board members have read this application, approved all statements and representations contained herein as true to the best knowledge and belief of said board, and authorized the Secretary of the Board of Education to sign this Final Application and submit same to the State Treasurer for his or her review and approval.

Ayes: Members _____

Nays: Members _____

BOND DETAIL

1. PURPOSE: Specify the purpose of bond issue exactly as stated on the ballot and as it is to be cited in the Order Qualifying Bonds (or attach an official copy).

The Bonds are being issued for the purpose of refunding certain outstanding indebtedness of the School District to the State of Michigan under the State of Michigan School Bond Qualification and Loan Program.

2. ELECTION DATA:

- a. Date of election: _____
- b. Attach a copy of the Certified Official Canvass of Election (if not already on file).

3. FINAL MATURITY SCHEDULE:

- a. Total amount of this issue \$ _____
- b. Due date annually for principal payments: May 1st
- c. Due date semi-annually for interest payments: May 1st/Nov 1st
- d. Attach a copy of the bond amortization and millage impact schedules.

4. DEBT AMOUNTS:

- a. Amount of this bond issue \$ _____
- b. Total amount of bonded debt prior to this issue \$ 24,795,000
- c. Total amount of bonds being refunded \$ _____
- d. Total amount of proposed and existing debt (4a + b - c) \$ 24,795,000

5. PROPERTY VALUATION: Taxable valuation as of this date \$ 417,982,739

6. CHANGES IN FINANCIAL STRUCTURE: Specify any changes in financial structure since Preliminary Qualification or original Order Qualifying Bonds was approved:

Not Applicable

7. Bond Type(s) (Check all that apply):

- ☒ Fixed Rate
- ☐ Variable Rate
- ☐ Tax Exempt
- ☒ Taxable
- ☐ Qualified Zone Academy Bond

**RESOLUTION AUTHORIZING THE ISSUANCE AND
DELEGATING THE SALE OF
THE STURGIS PUBLIC SCHOOL DISTRICT
2019 REFUNDING BONDS**

The Sturgis Public School District, St. Joseph County, Michigan (the "Issuer")

A regular meeting of the board of education of the Issuer (the "Board") was held in the Sturgis Central Commons Boardroom, within the boundaries of the Issuer, on the 12th day of August, 2019, at 5:30 o'clock in the p.m.

The meeting was called to order by Scott Boland, President.

Present: Members Boland, Bird, Donmyer, Millett, Swihart, Gorsuch, Halling

Absent: Members None

The following preamble and resolution were offered by Member Millett and supported by Member Swihart:

WHEREAS:

1. Part VI of Act 34, Public Acts of Michigan, 2001, as amended, the Revised Municipal Finance Act (the "Act"), permits the Issuer to refund all or part of its outstanding obligations; and
2. The outstanding debts to be refunded are the estimated School Bond Loan Fund and/or School Loan Revolving Fund balance in the amount of \$5,688,581.31 as of June 30, 2019, plus accrued interest to the date of delivery (the "Obligations"); and
3. The Issuer has received a proposal from its financial consultant to refund all or part of that portion of the outstanding Obligations of the Issuer on a private placement basis; and
4. The Board determines that it is in the best interest of the Issuer to consider refunding the Obligations; and
5. Prior to the issuance of bonds, the Issuer must either achieve qualified status or secure prior approval of the bonds from the Michigan Department of Treasury (the "Department of Treasury") pursuant to the Act.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Bonds of the Issuer designated 2019 Refunding Bonds (General Obligation - Unlimited Tax) (Federally Taxable) (the "Bonds") be issued in the aggregate principal amount of not to exceed \$5,900,000, as finally determined upon private placement thereof, for the purpose of refunding all or a portion of the Obligations. The Bonds shall be dated the date of delivery, or such other date as established at the time of private placement; shall be numbered in the direct order of their maturities from 1 upwards; shall be fully registered Bonds as to principal and interest; shall

bear interest at a rate or rates to be hereafter determined upon private placement, payable on May 1, 2020, or such other date as may be established at the time of private placement, and semiannually thereafter on November 1 and May 1 in each year; and shall mature on May 1 in each year to be determined by the Superintendent of the Issuer (the "Superintendent"), in the final principal amounts determined upon private placement and may be subject to redemption in the amounts, at the times, in the manner and at the prices determined upon private placement of the Bonds.

2. The Bonds may consist of serial or term Bonds or any combination thereof which may be issued in one or more series, all of which shall be determined upon private placement of the Bonds.

3. The Bonds are issuable in minimum denominations of \$100,000 and integral multiples of \$5,000 over \$100,000, not exceeding the aggregate principal amount for each maturity.

4. The principal of the Bonds and the interest thereon shall be payable in lawful money of the United States of America at or by a bank or trust company to be designated by the Superintendent at the time of private placement (herein called the "Paying Agent"), which shall act as the paying agent and bond registrar or such successor paying agent-bond registrar as may be approved by the Issuer, on each semiannual interest payment date and the date of each principal maturity.

5. Book Entry. Unless otherwise requested by the initial purchaser, the ownership of one fully registered bond for each maturity, in the aggregate principal amount of such maturity, shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). So long as the Bonds are in the book entry form only, the Paying Agent shall comply with the terms of the Blanket Issuer Letter of Representations to be entered into between the Issuer and DTC, which provisions shall govern registration, notices and payment, among other things, and which provisions are incorporated herein with the same effect as if fully set forth herein. The Superintendent is authorized and directed to enter into the Blanket Issuer Letter of Representations with DTC in such form as determined by the Superintendent, in consultation with bond counsel, to be necessary and appropriate. In the event the Issuer determines that the continuation of the system of book entry only transfer through DTC (or a successor securities depository) is not in the best interest of the DTC participants, beneficial owners of the Bonds, or the Issuer, the Issuer will notify the Paying Agent, whereupon the Paying Agent will notify DTC of the availability through DTC of the bond certificates. In such event, the Issuer shall issue and the Paying Agent shall transfer and exchange Bonds as requested by DTC of like principal amount, series and maturity, in authorized denominations to the identifiable beneficial owners in replacement of the beneficial interest of such beneficial owners in the Bonds, as provided herein.

So long as the book-entry-only system remains in effect, in the event of a partial redemption the Paying Agent will give notice to Cede & Co., as nominee of DTC, only, and only Cede & Co. will be deemed to be a holder of the Bonds. DTC is expected to reduce the credit balances of the applicable DTC Participants in respect of the Bonds and in turn the DTC Participants are expected to select those Beneficial Owners whose ownership interests are to be extinguished or reduced by such partial redemptions, each by such method as DTC or such DTC Participants, as the case may be, deems fair and appropriate in its sole discretion.

6. In the event the Bonds are no longer in book entry form only, the following provisions would apply to the Bonds:

The Paying Agent shall keep or cause to be kept, at its principal office, sufficient books for the registration and transfer of the Bonds, which shall at all times during normal business hours be open to inspection by the Issuer; and, upon presentation and surrender for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, transfer or cause to be transferred on said books, Bonds as herein provided.

Any Bond may be transferred upon the books required to be kept pursuant to this section by the person in whose name it is registered, in person or by a duly authorized agent, upon surrender of the Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Paying Agent. Whenever any Bond or Bonds shall be surrendered for transfer, the Issuer shall furnish or cause to be furnished a sufficient number of manual or facsimile executed Bonds and the Paying Agent shall authenticate and deliver a new Bond or Bonds for like aggregate principal amount. The Paying Agent shall require the payment of any tax or other governmental charge required to be paid with respect to the transfer to be made by the bondholder requesting the transfer.

7. If any Bond shall become mutilated, the Issuer, at the expense of the holder of the Bonds, shall furnish or cause to be furnished, and the Paying Agent shall authenticate and deliver, a new Bond of like tenor in exchange and substitution of the mutilated Bond, upon surrender to the Paying Agent of the mutilated Bond. If any Bond issued under this resolution shall be lost, destroyed or stolen, evidence of the loss, destruction or theft and indemnity may be submitted to the Paying Agent, and if satisfactory to the Paying Agent and the Issuer, the Issuer at the expense of the owner, shall furnish or cause to be furnished, and the Paying Agent shall authenticate and deliver a new Bond of like tenor and bearing the statement required by Act 354, Public Acts of Michigan, 1972, as amended, being sections 129.131 to 129.134, inclusive, of the Michigan Compiled Laws, or any applicable law hereafter enacted, in lieu of and in substitution of the Bond so lost, destroyed or stolen. If any such Bond shall have matured or shall be about to mature, instead of issuing a substitute Bond, the Paying Agent may pay the same without surrender thereof.

8. The President and Secretary are authorized to provide the Bonds in conformity with the specifications of this resolution by causing their manual or facsimile signatures to be affixed thereto, and upon the manual execution by the authorized signatory of the Paying Agent, the Treasurer is authorized and directed to cause said Bonds to be delivered to the original Purchaser upon receipt of the purchase price and accrued interest, if any.

Blank bonds with the manual or facsimile signatures of the President and Secretary of the Board affixed thereto, shall, upon issuance and delivery and from time to time thereafter as necessary, be delivered to the Paying Agent for safekeeping to be used for registration and transfer of ownership.

9. There is hereby created a separate depository account to be kept with a bank located in the State of Michigan and insured by the Federal Deposit Insurance Corporation, previously approved as an authorized depository of funds of the Issuer, to be designated 2019 SCHOOL BOND DEBT RETIREMENT FUND (hereinafter referred to as the "DEBT RETIREMENT FUND"), all proceeds from taxes levied for the fund to be used for the purpose of paying the

principal and interest on the Bonds authorized herein as they mature or are redeemed. Upon receipt of the Bond proceeds from the private placement of the Bonds, the accrued interest, if any, shall be deposited in the DEBT RETIREMENT FUND. DEBT RETIREMENT FUND moneys may be invested as authorized by law.

Commencing with the 2019 tax levy, there shall be levied upon the tax rolls of the Issuer in each year for the purpose of the DEBT RETIREMENT FUND a sum not less than the amount estimated to be sufficient to pay the principal and interest on the Bonds as such principal and interest fall due prior to the next year's tax levy, the probable delinquency in collections and funds on hand being taken into consideration in arriving at the estimate. When funds are borrowed from the School Loan Revolving Fund, such funds may be taken into consideration in arriving at the estimated required tax levy. In determining the amount to be levied in 2019, there shall be taken into account any money in the DEBT RETIREMENT FUND. Taxes required to be levied to meet the principal and interest obligations may be without limitation as to rate or amount, as provided by Article IX, Section 6, and Article IX, Section 16 of the Michigan Constitution of 1963.

10. The proceeds of the Bonds shall be used to pay the costs of issuance of the Bonds and to secure payment of the Obligations. Upon receipt of the proceeds of private placement of the Bonds, the accrued interest, if any, shall be deposited in the DEBT RETIREMENT FUND for the Bonds. From the proceeds of the Bonds there shall next be set aside a sum sufficient to pay the costs of issuance of the Bonds in a fund designated 2019 BOND ISSUANCE FUND (hereinafter referred to as the "BOND ISSUANCE FUND"). Moneys in the BOND ISSUANCE FUND shall be used solely to pay expenses of issuance of the Bonds. Any amounts remaining in the BOND ISSUANCE FUND after payment of issuance expenses shall be transferred to the DEBT RETIREMENT FUND for the Bonds.

11. The Bonds shall be in substantially the form attached hereto and incorporated herein as Exhibit A.

12. The Superintendent is authorized to pursue, negotiate and select a sophisticated investor or commercial bank for a private placement of the Bonds, subject to the requirements of paragraph 16 below. The Superintendent is authorized to execute any documents or agreements necessary to evidence or consummate the private placement. Based upon information provided by the Issuer's Financial Advisor, a negotiated sale allows flexibility in the timing, sale and structure of the Bonds in response to changing market conditions and flexibility in sizing the defeasance escrow necessary to accomplish the refunding of the Obligations.

13. The Superintendent is authorized to approve circulation of a Preliminary Official Statement or Marketing Bulletin describing the Bonds.

14. The Superintendent, or designee if permitted by law, is authorized to file with the Department of Treasury an application for approval to issue the Bonds, if required, and to pay any applicable fee therefor and, further, within fifteen (15) business days after issuance of the Bonds, file any and all documentation required subsequent to the issuance of the Bonds, together with any statutorily required fee.

15. The Superintendent is authorized to file with the Department of Treasury or other authorized state agency the Final Qualification Application for the Bonds approved by this Board

and in substantially the form attached hereto as Exhibit B with such changes as the Superintendent shall deem necessary to conform with the final private placement of the Bonds pursuant to the parameters set forth herein.

16. The Superintendent's authorization to make a private placement of the Bonds is subject to the following parameters:

- a. the average true interest rate on the Bonds shall not exceed 3%; and
- b. the present value savings from the refunding shall not be less than 2% of the principal amount of the Obligations; and
- c. the receipt of express written recommendation of the Issuer's financial consulting firm to accept the terms of the Bond Purchase Agreement.

17. The Superintendent is further authorized and directed to (i) execute any and all other necessary documents required to complete the approval and private placement of the Bonds to the Purchaser in accordance with the terms of a bond purchase and/or placement agreement; (ii) appoint a paying agent for the Bonds; (iii) select a bond insurer, accept a commitment therefore and authorize payment of a bond insurance premium to insure any or all of the Bonds if recommended in writing by the Financial Advisor; (iv) deem the Preliminary Official Statement for the Bonds final for purposes of SEC Rule 15c2-12(b)(1); and (v) execute and deliver the final Official Statement on behalf of the Issuer, if necessary.

18. The President or Vice President, the Secretary, the Treasurer, the Superintendent, and/or all other officers, agents and representatives of the Issuer and each of them shall execute, issue and deliver any certificates, statements, warranties, representations, or documents necessary to effect the purposes of this resolution, the Bonds or the bond purchase and/or placement agreement.

19. The officers, agents and employees of the Issuer are authorized to take all other actions necessary and convenient to facilitate the private placement and delivery of the Bonds.

20. Thrun Law Firm, P.C., is appointed as bond counsel for the Issuer with reference to the issuance of the Bonds authorized by this resolution. Further, Thrun Law Firm, P.C., has informed this Board that it represents no other party in the issuance of the Bonds.

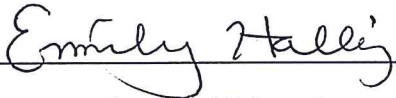
21. The financial consulting firm of PFM Financial Advisors LLC, is appointed as financial consultant to the Issuer with reference to the issuance of the Bonds herein authorized.

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

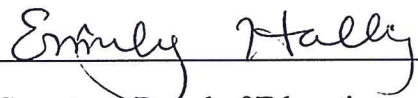
Ayes: Members Boland, Bird, Donmyer, Millett, Swihart, Gorsuch, Halling

Nays: Members None

Resolution declared adopted.


Secretary, Board of Education

The undersigned duly qualified and acting Secretary of the Board of Education of The Sturgis Public School District, St. Joseph County, Michigan, hereby certifies that the foregoing constitutes a true and complete copy of a resolution adopted by the Board at a regular meeting held on August 12, 2019, the original of which is part of the Board's minutes. The undersigned further certifies that notice of the meeting was given to the public pursuant to the provisions of the "Open Meetings Act" (Act 267, Public Acts of Michigan, 1976, as amended).


Secretary, Board of Education

JJS/keh

Sturgis Public School District, St. Joseph County
Minutes of the Regular Meeting of the Board of Education
Held in the Sturgis Central Commons Board Room
Monday, August 19, 2019 – 5:30 p.m.

The Regular Meeting of the Board of Education was called to order by President Scott Boland at 5:30 p.m.

A motion was made by Mrs. Donmyer with support from Mr. Gorsuch to approve the agenda with the change of moving item VIII to the September Study Session. 5 ayes – 0 nays, motion approved.

<u>Present:</u>	Paul Gorsuch	Kerri Millett	Gwen Donmyer
	Scott Boland	Emily Halling	

<u>Absent:</u>	Ann Bird	Scott Swihart
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Administration	Dr. Arthur Ebert, Superintendent
<u>Present:</u>	Ms. Nicole Airgood, Assistant Superintendent
	Mr. Ray Sterling, Director of Finance

<u>Visitors</u>	Von Metzger, Rona Provencher, Michelle Patrick – Sturgis Journal, Kris Crabill, Piper Sterling, Heather George, Mary Johansen, Jenni Robare, and Jeff Matthews
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<u>Public Comments:</u>	SEA President Kris Crabill suggested that the SEA representative from each building will act as a contact for the board member assigned to that building in the Adopt A School program.
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<u>The Consent Agenda:</u>	The consent agenda was approved after a motion by Dr. Millett with support from Mrs. Donmyer. 5 ayes, 0 nays, motion approved.
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Action Items for Immediate Consideration:

A. New Hires

Ms. Airgood introduced two additional new teachers to the board and asked their approval. There was a motion to approve the hires by Mrs. Donmyer with support from Mrs. Halling. 5 ayes, 0 nays, motion approved.

B. Sale of Fawn River Property

Dr. Ebert reviewed the process and the agreement. There was a motion to approve by Mrs. Donmyer with support from Dr. Millett. 5 ayes, 0 nays, motion approved.

In administrative reports Mr. Sterling said that the auditors have finished their onsite work and have just a few items to complete. The final report is expected soon and will be presents at a later meeting.

Regular Meeting Minutes
August 19, 2019
P.2

Ms. Airgood shared that training was held today for math and several other areas.

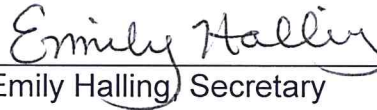
Dr. Ebert said that we have added a new section on the website under "About Us". The public is welcome to take a look at several capital improvement projects and follow the progress. He will be meeting with K-2 principals and their K partners this week. Wednesday is the first day of school and is a half day.

In Board Comments Mr. Gorsuch asked about progress reopening Lakeview St. The target date is still in September, but may be ahead of schedule. He also asked about progress on the Congress playground. Work should be done Tuesday or Wednesday, then it will be ready to use. Last, he welcomed new hires and thought the kick-off event for the school year went well this morning. Mrs. Halling thanked Mr. Sterling for the financial documents that are split into the two years through the transition. She feels that the kids are in great hands. Dr. Millett noted the hard work going toward the start of the school year. Mrs. Donmyer welcomed new hires. Mr. Boland welcomed new staff and thanked Mrs. Crabill for her suggestion in public comments.

Mr. Boland adjourned the meeting at 5:47 p.m., after a motion by Mr. Gorsuch with support from Mrs. Halling. 5 ayes, 0 nays, motion approved.



Scott Boland, President



Emily Halling, Secretary

**STURGIS PUBLIC SCHOOLS
BOARD RESOLUTION**

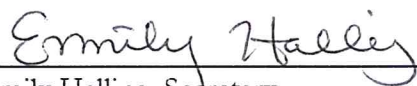
August 19, 2019

BE IT RESOLVED:

1. The Board of the Sturgis Public Schools, a Michigan public school district ("SPS"), hereby approves the Buy and Sell Agreement dated August 12, 2019, by and between SPS, as Seller, and Inman Holdings, LLC, a Michigan limited liability company, as the Buyer, relating to the property identified therein (the "Agreement"), and ratify and approve any sale that may result.
2. Arthur Ebert, the Superintendent of SPS, on behalf of SPS, is hereby authorized and directed to execute and deliver any and all deeds, closing statements, affidavits, and all other documents or instruments as is necessary and appropriate to consummate and complete the real estate transaction as set forth in the Agreement.
3. All actions previously taken by Arthur Ebert on behalf of SPS in accordance with this resolution relating to the Agreement are ratified, confirmed, and approved in all respects.

I hereby certify that the foregoing is a copy of a resolution passed by the Board of Sturgis Public Schools, at its meeting held on the 19th day of August 2019, at which a quorum was present and voted, and that the same has never been rescinded and is now in full force and effect. I also certify that Arthur Ebert is Superintendent and Emily Halling is Secretary of Sturgis Public Schools.

Dated: August 19, 2019



Emily Halling, Secretary