

Sturgis Public School District, St. Joseph County  
Minutes of the Special Meeting of the Board of Education  
Held in the Sturgis Central Commons Board Room  
Thursday, October 2, 2014  
11:30 a.m.

Board President Ann Bird called the Special Meeting of the Board of Education to order at 11:38 a.m. in the Sturgis Central Commons Board Room.

Present: Ann Bird Frank Kalasky  
Paul Gorsuch Kerri Millett

Absent: Dave Hamlin Geoff Smith

Administration Tom Langdon, Superintendent  
Present: Julie Evans, Assistant Superintendent  
Ray Sterling, Business Manager

Visitors: Mike Stiles-WBET Radio, Michelle Patrick-Sturgis Journal, Bryce Airgood, Dave Northrop

A motion was made by Mr. Gorsuch with support from Mr. Scott to approve the agenda as presented. 5 ayes, 0 nays, motion approved.

There were no public comments.

Action Item:

A. Sturgis Hospital School-Linked Clinic Letter of Support:  
Dr. Langdon reviewed information from a meeting held with Sturgis Hospital personnel re: School-Linked Clinic proposal. The Executive Committee then met. It was decided to seek full Board approval and a special meeting was necessary due to a tight timeline for grant application. Brief discussion followed covering parent support and the ability to offer greater services including Social Work and Mental Health. Mrs. Evans added that the Reproductive Advisory Group met and included their letter of support. There was a motion by Dr. Millett to approve SPS Letter of Support for Sturgis Hospital School-Linked Clinic. There was support from Mr. Scott. 5 ayes, 0 nays, motion approved.

Administrative Reports:

Dr. Langdon discussed guidelines currently approved for student suspension and expulsion. He would like Board approval for some flexibility for suspensions greater than ten days. Dr. Langdon, Mrs. Evans and Mrs. Garrett will be attending a conference in Provo, UT next week.

Board Comments:

Mr. Kalasky thanked Patti Miller and SPS Food Service Department for their contribution to the dessert fundraiser at the Open Door Gallery. Mrs. Bird attended Seven Habits Training offered by Wall Principal Nicole Airgood. Dr. Millett announced that the Band and Orchestra Boosters will hold their pie sale again this year and pre-orders are now being accepted. Mr. Scott is excited about prospects for the clinic. Dr. Langdon congratulated Mr. Gorsuch, who will be inducted into the SPS Hall of Fame on Saturday.

The meeting was adjourned by Mrs. Bird at 12:04 a.m. after a motion by Dr. Millett with support from Mr. Kalasky. 5 ayes, 0 nays, motion approved.



Ann Bird, President



Frank Kalasky, Secretary

# **NOTICE OF SPECIAL SCHOOL BOARD MEETING**

**PLEASE TAKE NOTICE THAT THERE WILL BE A SPECIAL  
MEETING OF THE BOARD OF EDUCATION OF STURGIS,  
MICHIGAN:**

**DATE OF MEETING:** Thursday, October 2, 2014


**PLACE OF MEETING:** Sturgis Central Commons  
107 W. West St.  
Sturgis, MI 49091

**HOUR OF MEETING:** 11:30 o'clock A.M.

**TO CONSIDER:** Letter of Support for  
Sturgis Hospital School-Linked  
Clinic (Grant Funded)

**TELEPHONE NUMBER OF  
PRINCIPAL OFFICE OF  
BOARD OF EDUCATION:** (269) 659-1502

**BOARD MIUNTES ARE  
LOCATED AT THE PRINCIPAL  
OFFICE OF THE BOARD OF  
EDUCATION:** 107 W. West St.  
Sturgis, MI 49091

  
Frank Kalasky, Secretary  
Board of Education



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, October 13, 2014 – 5:30 p.m.

The Study Session of the Board of Education was called to order by President Ann Bird at 5:34 p.m.

A motion to approve the agenda with addition of an executive session for discussion of potential real estate transactions was made by Mr. Gorsuch with support from Mr. Hamlin. 5 ayes – 0 nays, motion approved.

Present: Frank Kalasky Paul Gorsuch  
Ann Bird Dan Scott Dave Hamlin

Absent: Geoff Smith Kerri Millett

Administration Present: Dr. Thomas Langdon, Superintendent  
Julie Evans, Assistant Superintendent  
Ray Sterling, Business Manager

Visitors Jill Snyder, Kris Crabill, Dan Root, Scott Swihart, Michelle Patrick – Sturgis Journal, Ron Ehlers, Nick Herblet, Mike Stiles, Bob Matkin, Jessica Bucklin, Eric Anderson, Matt Kelly – Plante Moran, Tom Cole – Plante Moran, Nicole Airgood, Dave Northrop, Mike Hughes

Sturgis Showcase: Mr. Matt Kelly and Mr. Tom Cole of Plante & Moran, PLLC presented findings from the district audit for 2013-2014. The audit took place over several days in June and August. The district received an unqualified rating, which is very good.

Public Comments: There were no public comments.

Consent Agenda: Business Manager Ray Sterling reviewed September financial statements and invoices. Board members should contact Mr. Sterling, or contact Mrs. Karen Stimson if they have any questions on September minutes. Approval of the Consent Agenda will be sought at the October 20 meeting.

Action Items for Consideration October 20, 2014:

A. Snow Removal Bids

Director of Maintenance and Facilities Dan Root presented information on bids received for snow removal and recommended that the Board continue with



New Creations. They have added equipment, which will be helpful in meeting time lines. SPS has also purchased additional equipment.

- B. Resolution Authorizing Issuance and Delegating Sale of SPS 2015 Refunding Bonds, Series A.  
Business Manager Ray Sterling reviewed the process leading to this recommendation and also reviewed the resolution. Approval will be sought Monday, October 20.
- C. Resolution Authorizing Issuance and Delegating Sale of SPS 2015 Refunding Bonds, Series B.  
Business Manager Ray Sterling reviewed the process leading to this recommendation and also reviewed the resolution. Approval will be sought Monday, October 20.

In administrative reports Mr. Sterling had nothing further for the Board.

Mrs. Evans attended the SPS / SIA meeting at City Hall. Discussion centered on expanding offerings in the next two years. Work continues implementing Thoughtful Classroom for teacher evaluation. There will be a video conference on Wednesday with Paul Farmer.

Dr. Langdon discussed attending Imagine Learning Conference in Utah. We will run a pilot for 70-80 ESL students. Girls Golf and Boys Tennis will be at the State Finals on Friday. Homecoming was a great experience. The First Monday Meeting for all staff at SMS went well. Thanks to Kris Crabill for taking notes.

In Final Comments Mr. Gorsuch thanked representatives from Plante Moran for their presentation and for meeting with the finance committee before the meeting. He thought that the St Joseph County Board Meeting was interesting. Political candidates were present. Mr. Kalasky enjoyed the band's half time performance at Homecoming. Band and Orchestra Pie Sale will begin soon. Art in Action takes place at the Open Door Gallery this weekend. Mr. Hamlin congratulated Mr. Gorsuch on his induction into the SPS Hall of Fame. Mrs. Bird found the County Board meeting very informative and commented that our athletic success in the Wolverine Conference is exciting. Last, she added that the Elks will sponsor a Path Finder event.

The Board adjourned to executive session at 6:15 p.m. to consider real estate transactions after a motion by Mr. Kalasky with support from Mr. Hamlin. Roll call – Kalasky, Bird, Hamlin, Gorsuch and Scott voted aye. There were no nays. Motion approved.

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At 7:00 p.m. there was a motion to resume open session by Mr. Kalasky with support from Mr. Hamlin. Roll call- Kalasky, Bird, Hamlin, Gorsuch and Scott voted aye. There were no nays. Motion approved.

Mrs. Bird adjourned the meeting at 7:01 p.m., after a motion by Mr. Hamlin with support from Mr. Kalasky. 5 ayes, 0 nays, motion approved.



Ann Bird – President



Frank Kalasky, Secretary

Sturgis Public School District, St. Joseph County  
Minutes of the Regular Meeting of the Board of Education  
Held in the Wenzel Elementary Gymnasium  
Monday, October 20, 2014 – 5:30 p.m.

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

A motion to approve the agenda as presented was made by Mr. Smith with support from Dr. Millett. 5 ayes – 0 nays, motion approved.

<u>Present:</u>	Frank Kalasky	Kerri Millett	Geoff Smith
	Ann Bird	Dave Hamlin	

<u>Absent:</u>	Paul Gorsuch	Dan Scott
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Administration	Dr. Thomas Langdon, Superintendent
<u>Present:</u>	Julie Evans, Assistant Superintendent
	Ray Sterling, Business Manager

<u>Visitors</u>	Michelle Patrick – Sturgis Journal, Brian Tallmadge, Julia McGowan, Tyler Losinski, Nicole Airgood, Janene Kosman, Nick Herblet, Cathie Thomasma, Lisa Tisdell, Sherry Hibbard, Tracie Pueschel, Kim Lego, J. B. Starkey, Mike Stiles – WBET, Scott Swihart, Connie Hughes
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<u>Sturgis Showcase:</u>	Wenzel Principal Nick Herblet welcomed the Board and introduced the staff for their presentation on Leader in Me – 7 Habits of Highly Effective Students. Lead Teacher Cathie Thomasma shared a short movie. Teacher Tracie Pueschel went into more detail on Leader in Me. Sixty SPS staff members took part in Seven Habits sessions led by Wall Principal Nicole Airgood. The staff is working on a grant application. Last, they shared a video made by Wenzel kids and staff on the Seven Habits. It is on You Tube and Wenzel web page. Mrs. Bird has attended some of the sessions and added that they were wonderful.
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<u>Public Comments:</u>	There were no public comments.
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<u>Consent Agenda:</u>	There were no questions on the minutes or financials presented last Monday. The consent agenda was approved after a motion by Mr. Kalasky with support from Mr. Hamlin. 5 ayes, 0 nays, motion approved.
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Action Items:

A. Snow Removal Bids

There was a motion by Mr. Hamlin with support from Mr. Kalasky to award the snow removal bid to New Creations. 5 ayes, 0 nays, motion approved.



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B. Resolution Authorizing Issuance and Delegating Sale of SPS 2015 Refunding Bonds, Series A.

There was a motion by Mr. Smith with support from Dr. Millett to adopt the resolution. 5 ayes, 0 nays, motion approved.

C. Resolution Authorizing Issuance and Delegating Sale of SPS 2015 Refunding Bonds, Series B.

There was a motion by Mr. Hamlin with support from Mr. Kalasky to adopt the resolution. 5 ayes, 0 nays, motion approved.

In administrative reports Mr. Sterling had nothing further for the Board.

Mrs. Evans reported that the iReady testing window is closing this week. The information has been very helpful so far.

Dr. Langdon suggested that the Board review his Board Update for the latest out of Lansing. He met with Department Supervisors today. There is a full day tech session offered this Saturday. Dave Northrop is working on a grant proposal. There was a roof inspection at Eastwood.

In Final Comments Dr. Millett reminded all of Band and Orchestra Pie Sale. Mr. Hamlin enjoyed the Wenzel kids' video. Mrs. Bird thanked the Wenzel staff and Principal Nick Herblet for their hospitality.

The Board adjourned to executive session at 6:00 p.m. for the Superintendent's quarterly evaluation after a motion by Mr. Kalasky with support from Mr. Hamlin. Roll call – Kalasky, Bird, Hamlin, Millett and Smith voted aye. There were no nays. Motion approved.

At 7:08 p.m. there was a motion to resume open session by Mr. Kalasky with support from Mr. Hamlin. Roll call- Kalasky, Bird, Hamlin, Millett and Smith voted aye. There were no nays. Motion approved.

Mrs. Bird adjourned the meeting at 7:15 p.m., after a motion by Mr. Hamlin with support from Mr. Kalasky. 5 ayes, 0 nays, motion approved.



Ann Bird – President



Frank Kalasky, Secretary

**RESOLUTION AUTHORIZING THE ISSUANCE AND DELEGATING THE SALE OF  
THE STURGIS PUBLIC SCHOOL DISTRICT  
2015 REFUNDING BONDS, SERIES A**

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 Wenzel Elementary School, within the boundaries of the Issuer, on the 20<sup>th</sup> day of October, 2014, at 5:30 o'clock in the p.m.

The meeting was called to order by Ann Bird, President.

Present:       Members Bird, Kalasky, Hamlin, Smith, Millett

Absent:       Members Gorsuch, Scott

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

**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 bonded indebtedness; and
2.     The Issuer has received a proposal from Stifel, Nicolaus & Company, Incorporated, Okemos, Michigan (the "Underwriter"), to refund all or part of that portion of the Issuer's outstanding 2005 Refunding Bonds dated March 2, 2005, in the original amount of \$37,935,000, which are callable May 1, 2015, and are due and payable May 1, 2016 through May 1, 2027, inclusive, and May 1, 2030 (the "Prior Bonds"); and
3.     The Board determines that it is in the best interest of the Issuer to consider refunding the Prior Bonds; and
4.     Prior to the issuance of bonds, the Issuer achieved qualified status from the Michigan Department of Treasury (the "Department") pursuant to the Act.

**NOW, THEREFORE, BE IT RESOLVED THAT:**

1.     Bonds of the Issuer designated 2015 Refunding Bonds, Series A (General Obligation - Unlimited Tax) (the "Bonds") be issued in the aggregate principal amount of not to exceed \$30,600,000, as finally determined upon sale thereof, for the purpose of refunding all or a portion of the Prior Bonds. The Bonds shall be dated the date of delivery, or such other date as established at the time of sale; 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 sale, payable on May 1, 2015, or such other date as may be established at the time of sale, and semiannually thereafter on November 1 and May 1 in each year; and shall mature on May 1 in each year to be subsequently determined by the Superintendent of the Issuer (the



"Superintendent"), in the final principal amounts determined upon sale and shall be subject to redemption in the amounts, times, in the manner and at the prices determined upon sale 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 sale of the Bonds.

3. The Bonds shall be in denominations of \$5,000 or any whole multiple thereof.

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 sale (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. At the request of the Underwriter, 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 hereby 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 hereby 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 hereby authorized and directed to cause said Bonds to be delivered to the Underwriter 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 2015 REFUNDING 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. DEBT RETIREMENT FUND moneys may be invested as authorized by law.

Commencing with the 2014 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 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 2014, 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 those Prior Bonds set forth in the Bond Purchase Agreement. Upon receipt of the proceeds of sale 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 2015 BOND ISSUANCE FUND. Moneys in the 2015 BOND ISSUANCE FUND shall be used solely to pay expenses of issuance of the Bonds. Any amounts remaining in the 2015 BOND ISSUANCE FUND after payment of issuance expenses shall be transferred to the DEBT RETIREMENT FUND for the Bonds.

11. The balance of the proceeds of the Bonds, together with any moneys transferred at the time of closing of the Bonds from the debt retirement fund for the Prior Bonds, shall be invested in direct obligations of the United States of America, or obligations, the principal and interest of which are unconditionally guaranteed by the United States of America; or other obligations the principal and interest of which are fully secured by the foregoing (the "Escrow Funds"), and used to pay principal, interest and redemption premiums on the Prior Bonds. The Escrow Funds shall be held by an escrow agent (the "Escrow Agent") in trust pursuant to an escrow agreement (the "Escrow Agreement") which shall irrevocably direct the Agent to take all necessary steps to call any Prior Bonds specified by the Superintendent upon sale of the Bonds for redemption, including publication and mailing of redemption notices, on the earliest date specified by the Superintendent that the respective series of Prior Bonds may be called for redemption. The investment held in the Escrow Funds shall be such that the principal and interest payments received thereon will be sufficient, without reinvestment, to pay the principal, interest and redemption premiums on the Prior Bonds as they become due pursuant to maturity or the call for redemption required by this paragraph. Following establishment of the Escrow Funds, any amounts remaining in the debt retirement fund for the Prior Bonds shall be transferred to the DEBT RETIREMENT FUND for the Bonds.

12. The Superintendent is authorized to select an Escrow Agent to serve under the Escrow Agreement.

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

14. Stifel, Nicolaus & Company, Incorporated, Okemos, Michigan, is hereby named as senior managing underwriter and further, that the Superintendent or designee is authorized to negotiate and execute a Bond Purchase Agreement with the Underwriter, subject to the requirements of paragraph 18 below. Based upon information provided by the Issuer's financial consulting firm and the Underwriter, 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 Prior Bonds.

15. The Superintendent is authorized to approve circulation of a Preliminary Official Statement describing the Bonds.

16. The Superintendent, or designee if permitted by law, is hereby authorized to:

- a. File with the Department of Treasury (the "Department") 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.
- b. If deemed advisable by the Issuer's financial consultant, request a waiver of the maturity limitations as set forth in the Application for Waiver.
- c. Execute and deliver the Continuing Disclosure Agreement (the "Agreement") in substantially the same form as set forth in Exhibit B attached hereto, or with such changes therein as the individual executing the Agreement on behalf of the Issuer shall approve, his/her execution thereof to constitute conclusive evidence of his/her approval of such changes. When the Agreement is executed and delivered on behalf of the Issuer as herein provided, the Agreement will be binding on the Issuer and the officers, employees and agents of the Issuer, and the officers, employees and agents of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Agreement as executed, and the Agreement shall constitute, and hereby is made, a part of this resolution, and copies of the Agreement shall be placed in the official records of the Issuer, and shall be available for public inspection at the office of the Issuer. Notwithstanding any other provision of this resolution, the sole remedies for failure to comply with the Agreement shall be the ability of any Bondholder or beneficial owner to take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under the Agreement.

17. 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 C with such changes as the Superintendent shall deem necessary to conform with the final sale of the Bonds pursuant to the parameters set forth herein.

18. The Superintendent's authorization to accept and execute a Bond Purchase Agreement with the Underwriter is subject to the following parameters:

- a. the Underwriter spread shall not exceed \$10.00 per \$1,000 (1%);
- b. the average true interest rate on the Bonds shall not exceed 4.5%;
- c. the present value savings from the refunding shall not be less than 3% of the par of the Prior Bonds; and
- d. the receipt of express written recommendation of the Issuer's financial consulting firm identified below to accept the terms of the Bond Purchase Agreement.



19. The Superintendent is further authorized and directed to (i) execute any and all other necessary documents required to complete the approval and sale of the Bonds to the Underwriter in accordance with the terms of the Bond Purchase 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.

20. 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 Agreement.

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

22. Thrun Law Firm, P.C., is hereby 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.

23. The financial consulting firm of Public Financial Management, Inc., is hereby appointed as financial consultants to the Issuer with reference to the issuance of the Bonds herein authorized.


24. The Board covenants to comply with existing provisions of the Internal Revenue Code of 1986, as amended, necessary to maintain the exclusion of interest on the Bonds from gross income.

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


Ayes: Members Bird, Kalasky, Hamlin, Smith, Millett

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 October 20, 2014, 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

**RESOLUTION AUTHORIZING THE ISSUANCE AND DELEGATING THE SALE OF  
THE STURGIS PUBLIC SCHOOL DISTRICT  
2015 REFUNDING BONDS, SERIES B**

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 Wenzel Elementary School, within the boundaries of the Issuer, on the 20<sup>th</sup> day of October, 2014, at 5:30 o'clock in the p.m.

The meeting was called to order by Ann Bird, President.

Present: Members Bird, Kalasky, Hamlin, Smith, Millett

Absent: Members Gorsuch, Scott

The following preamble and resolution were offered by Member Hamlin and supported by Member Kalasky:

**WHEREAS:**

1. Part VI of Act 34, Public Acts of Michigan, 2001, as amended, the Revised Municipal Finance Act (the "Act"), permits The Sturgis Public School District, St. Joseph County, Michigan (the "Issuer"), to refund all or part of the outstanding obligations of the Issuer; and

2. The outstanding debts to be refunded are the estimated School Bond Loan Fund balance in the amount of \$6,944,108.89 as of June 30, 2014 and School Loan Revolving Fund balance in the amount of \$3,314,457.43 as of June 30, 2014, plus accrued interest to the date of delivery (the "Obligations"); and

3. The Issuer has received a recommendation from Public Financial Management, Inc., to refund all or part of that portion of the outstanding Obligations of the Issuer; and

4. The Board determines that it is in the best interest of the Issuer to consider refunding the Obligations.

5. Prior to the issuance of bonds, the Issuer achieved qualified status from the Michigan Department of Treasury (the "Department") pursuant to the Act.

**NOW, THEREFORE, BE IT RESOLVED THAT:**

1. Bonds of the Issuer designated 2015 Refunding Bonds, Series B (General Obligation - Unlimited Tax) (Federally Taxable) (the "Bonds") be issued in the aggregate principal amount of not to exceed \$11,000,000, as finally determined upon sale 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 sale; 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 sale, payable on May 1, 2015, or such other date as may be



established at the time of sale, and semiannually thereafter on November 1 and May 1 in each year; and shall mature on May 1 in each year to be subsequently determined by the Superintendent of the Issuer (the "Superintendent"), in the final principal amounts determined upon sale and shall be subject to redemption in the amounts, times, in the manner and at the prices determined upon sale 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 sale of the Bonds.

3. The Bonds shall be in denominations of \$5,000 or any whole multiple thereof.

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 sale (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. At the request of the Underwriter, 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 hereby 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 hereby 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 hereby authorized and directed to cause said Bonds to be delivered to the Underwriter 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 2015 REFUNDING 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. DEBT RETIREMENT FUND moneys may be invested as authorized by law.

Commencing with the 2014 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 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 2014, 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 those Obligations set forth in the Bond Purchase Agreement. Upon receipt of the proceeds of sale 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 2015 BOND ISSUANCE FUND. Moneys in the 2015 BOND ISSUANCE FUND shall be used solely to pay expenses of issuance of the Bonds. Any amounts remaining in the 2015 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. Stifel, Nicolaus & Company, Incorporated, Okemos, Michigan, is hereby named as senior managing underwriter and further, that the Superintendent or designee is authorized to negotiate and execute a Bond Purchase Agreement with the Underwriter, subject to the requirements of paragraph 16 below. Based upon information provided by the Issuer's financial consulting firm and the Underwriter, 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 Bonds necessary to accomplish the refunding of the Obligations.

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

14. The Superintendent, or designee if permitted by law, is hereby authorized to:

- a. File with the Department of Treasury (the "Department") 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.
- b. If deemed advisable by the Issuer's financial consultant, request a waiver of the maturity limitations as set forth in the Application for Waiver.
- c. Execute and deliver the Continuing Disclosure Agreement (the "Agreement") in substantially the same form as set forth in Exhibit B attached hereto, or with such changes therein as the individual executing the Agreement on behalf of the Issuer shall approve, his/her execution thereof to constitute conclusive evidence of his/her approval of such changes. When the Agreement is executed and delivered on behalf of the Issuer as herein provided, the Agreement will be binding on the Issuer and the officers, employees and agents of the Issuer, and the officers, employees and agents of the Issuer are hereby authorized, empowered and directed to do all such acts

and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Agreement as executed, and the Agreement shall constitute, and hereby is made, a part of this resolution, and copies of the Agreement shall be placed in the official records of the Issuer, and shall be available for public inspection at the office of the Issuer. Notwithstanding any other provision of this resolution, the sole remedies for failure to comply with the Agreement shall be the ability of any Bondholder or beneficial owner to take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under the Agreement.

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 C with such changes as the Superintendent shall deem necessary to conform with the final sale of the Bonds pursuant to the parameters set forth herein.

16. The Superintendent's authorization to accept and execute a Bond Purchase Agreement with the Underwriter is subject to the following parameters:

- a. the Underwriter spread shall not exceed \$10.00 per \$1,000 (1%);
- b. the average true interest rate on the Bonds shall not exceed 3.5%;
- c. the present value savings from the refunding shall not be less than 2% of the par of the Obligations; and
- d. the receipt of express written recommendation of the Issuer's financial consulting firm identified below 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 sale of the Bonds to the Underwriter in accordance with the terms of the Bond Purchase 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.

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 Agreement.

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

20. Thrun Law Firm, P.C., is hereby 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.



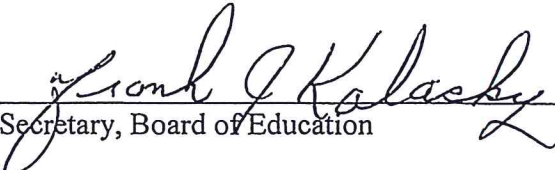
21. The financial consulting firm of Public Financial Management, Inc., is hereby appointed as financial consultants to the Issuer with reference to the issuance of the Bonds herein authorized.

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

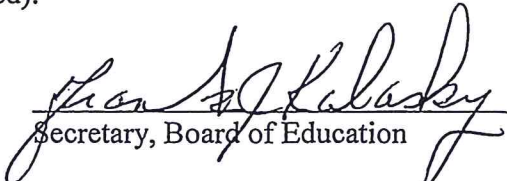
Ayes: Members Bird, Kalasky, Hamlin, Smith, Millett

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 October 20, 2014, 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