

STATE AID OPERATING NOTES RESOLUTION

Vicksburg Community Schools, Kalamazoo and St. Joseph Counties, Michigan (the “Issuer”)

A regular meeting of the board of education of the Issuer (the “Board”) was held in the Vicksburg Administration Building, within the boundaries of the Issuer, on the 8th day of July, 2019, at 7:00 o’clock in the p.m.

The meeting was called to order by Virgil Knowles, President.

Present: Members

Absent: Members

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

WHEREAS:

1. Under the terms of Section 1225 of Act 451, Public Acts of Michigan, 1976, as amended (“Act 451”), a school district is authorized, either by achieving qualified status as described in Section 303(2) of Act 34, Public Acts of Michigan, 2001, as amended, or upon receiving prior approval of the authorized representative of the Department of Treasury, to borrow money for school operations and issue its notes therefor, pledging for the payment thereof monies to be received by it from the state school aid fund, which notes shall be the full faith and credit obligation of the Issuer; and

2. The estimated amount of such state aid appropriations allocated, or to be allocated, to this Issuer is \$_____ for fiscal year 2019-2020, of which amount the sum of \$-0- has been heretofore distributed and received, leaving a balance of \$_____ as the estimated amount remaining to be distributed to the Issuer pursuant to Act 451; and

3. This Issuer has immediate need to borrow the sum of not to exceed One Million Dollars (\$1,000,000) to pay current operating expenses for fiscal year 2019-2020; and

4. The principal amount of the notes payable from the undistributed balance of the appropriations allocated to this Issuer for said fiscal year which have heretofore been issued and are now outstanding is \$-0-; and

5. Five percent (5%) of estimated fiscal year 2018-2019 operating expense is \$_____; and

6. The process of soliciting bids by publishing a notice of sale in a publication as specified in Section 309(2) of Act 34, Public Acts of Michigan, 2001, as amended, is prohibitively more expensive than negotiating the sale of the Notes (defined below) to a bank or financial institution or obtaining bids through the distribution of a solicitation for bids.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. This Issuer shall borrow the sum of not to exceed One Million Dollars (\$1,000,000) or such lesser amount as the Department of Treasury may approve or as reduced by the Superintendent of Schools or the Assistant Superintendent (each an "Authorized Officer"), and shall issue its note or notes (the "Notes") therefor. The Issuer hereby appropriates a sufficient amount of state aid to repay the principal of and interest on the Notes. In addition, the full faith and credit of the Issuer is hereby irrevocably pledged for payment of the principal and interest on the Notes, and in case of insufficiency of state aid, the Issuer shall pay the Notes from any funds legally available therefor, and, if necessary, levy taxes on all taxable property in the Issuer for the payment thereof, subject to applicable constitutional and statutory tax rate limitations, all pursuant to Act 451. The pledge of full faith and credit is subordinate to any encumbrances or tax levies pledged or to be pledged for the payment of tax anticipation notes issued or to be issued by the Issuer pursuant to Act 34, Public Acts of Michigan, 2001, as amended.

It is hereby declared that said borrowing is necessary for the purpose of securing funds for school operations and it is agreed with the purchaser of said Notes that the proceeds thereof will be used exclusively for that purpose.

2. Based upon expense considerations associated with publishing a notice of sale, as specified in Section 309(2) of Act 34, Public Acts of Michigan, 2001, as amended, the Board authorizes the negotiated sale of the Notes to a bank or financial institution or the distribution of a solicitation for bids, without publication, to obtain bids under the terms of Paragraph 5 of this resolution.

3. Said Notes shall be dated as of August 15, 2019, or the date of delivery, as determined by an Authorized Officer, shall bear interest from the date thereof until paid at a rate not exceeding four percent (4%) per annum on the balance from time to time remaining unpaid, shall be in minimum denominations of \$100,000 or multiples of \$1,000 in excess of \$100,000, shall be payable to the Registered Owner, in lawful money of the United States of America, at such bank or trust company in the State of Michigan as shall be designated by the original purchaser of the Notes, which paying agent qualifies as such under the statutes of the State of Michigan or of the Federal Government, and shall be due and payable on August 20, 2020, or such other date as approved by an Authorized Officer, but subject to the right of the Issuer to pay the same in whole or in part, without penalty, at any time prior to maturity, if an Authorized Officer determines that the Notes will be sold and issued as being subject to optional redemption prior to maturity. If more than one note is issued, the Notes shall be numbered serially from 1 upwards, and any such payments made prior to maturity shall be applied to the Notes in direct numerical order. Such Notes may be designated, at the option of the purchaser thereof, as a "State Aid Note" or "State Aid Notes".

4. The form of the Notes shall be in substantially the form set forth and attached hereto as Exhibit A.

5. Once the Issuer has either achieved qualified status under Act 34, Public Acts of Michigan, 2001, as amended, or received prior approval for the issuance of the Notes from the authorized representative of the Department of Treasury, and based upon the determination of Paragraph 2 of this resolution, a member of either the administrative staff or the Board of the Issuer

is authorized to arrange for the sale of such Notes without the taking of competitive bids thereon, provided that when bids, competitive or otherwise, are solicited and more than one bid received, such Notes shall be awarded to the lowest responsible bidder. The Notes shall be executed by the President and Secretary of the Board. In the absence of the President, the Superintendent may sign in the place of the President, and in the absence of the Secretary, the Treasurer of the Board may sign in place of the Secretary.

6. The form of solicitation for bids shall be in substantially the form set forth and attached hereto as Exhibit B.

7. If the Issuer has not achieved qualified status under Act 34, Public Acts of Michigan, 2001, as amended, a member of either the administrative staff or the Board of the Issuer is hereby authorized and directed to file a certified copy of this resolution with the authorized representative of the Department of Treasury for and on behalf of the Issuer and an application for an order approving such borrowing and issuance of said Notes, if applicable, and to pay any applicable fee therefor.

8. The Board covenants to comply with existing provisions of the Internal Revenue Code of 1986, as amended (the "Code"), necessary to maintain the exemption of interest on the Notes from federal income taxation.

9. The Issuer hereby designates the Notes of this issue as "qualified tax-exempt obligations" for purposes of deduction of interest expense by financial institutions under the provisions of the Code. In making said designation, the Board determines that the reasonably anticipated amount of tax-exempt obligations which will be issued by the Issuer or entities which issue obligations on behalf of the Issuer during calendar year 2019 will not exceed \$10,000,000, excluding only those tax-exempt obligations as permitted by Section 265(b)(3)(C)(ii) of the Code.

10. An Authorized Officer is further authorized to approve the specific interest rate to be borne by the Notes, not exceeding the maximum rate authorized herein, the purchase price of the Notes, determine whether the Notes shall be sold and issued as being subject to optional redemption prior to maturity, and other terms and conditions relating to the Notes and the sale thereof. A member of either the administrative staff or the Board of the Issuer is directed to execute a certificate accepting the interest rate and purchase price of the Notes on behalf of the Issuer.

11. Within fifteen (15) business days after issuance of the Notes, the Board hereby authorizes and directs the Superintendent to cause to be filed with the Department of Treasury any and all documentation required subsequent to the issuance of the Notes, along with any statutorily required fee.

12. The President, Vice President, Secretary, Treasurer, Superintendent and the Assistant Superintendent are each further authorized to execute any documents or certificates necessary to complete the transaction. Any of those officers may designate, in writing, an individual to act in their place with respect to the powers conveyed in this paragraph.

13. 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

Nays: Members

Resolution declared adopted.

Secretary, Board of Education

The undersigned duly qualified and acting Secretary of the Board of Education of Vicksburg Community Schools, Kalamazoo and St. Joseph Counties, 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 July 8, 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

MDG/mmw

IN WITNESS WHEREOF, Vicksburg Community Schools, Counties of Kalamazoo and St. Joseph, State of Michigan, by its Board of Education, has caused this Note to be signed in the name of the Issuer by its President and Secretary, as of August 15, 2019.

Vicksburg Community Schools
Counties of Kalamazoo and St. Joseph
State of Michigan

By Form Only - Not for Execution
President

And Form Only - Not for Execution
Secretary

EXHIBIT B

SOLICITATION FOR BIDS

**VICKSBURG COMMUNITY SCHOOLS
COUNTIES OF KALAMAZOO AND ST. JOSEPH
STATE OF MICHIGAN
\$1,000,000
STATE AID NOTES**

Unconditional and firm bids for the purchase of not to exceed One Million Dollars (\$1,000,000) of State Aid Notes (the “Note” or “Notes”) will be received by Vicksburg Community Schools, Kalamazoo and St. Joseph Counties, Michigan (the “Issuer”), at the administrative offices of the Issuer, 301 South Kalamazoo Avenue, P.O. Box 158, Vicksburg, Michigan 49097-0158, on Thursday, the 18th day of July, 2019, until 11:00 o’clock in the a.m., prevailing Eastern Time, at which time and place said bids will be publicly opened and read. Award of Notes will be made on behalf of the Issuer by an authorized officer of the Issuer on that date.

FAXED BIDS: Bidders may submit signed bids via facsimile transmission to the Issuer at (269) 321-1055 provided that the faxed bids are received prior to the time and date fixed for receipt of bids. Bidders submitting faxed bids bear the full risk of failed or untimely transmission of their bids. Bidders are encouraged to confirm the timely receipt of their full and complete bids by telephoning the Issuer at (269) 321-1005.

NOTE DETAILS; INTEREST RATE; PAYING AGENT; AND DENOMINATION: The Notes will be dated August 15, 2019, or date of delivery, due on August 20, 2020, and will bear interest at a rate not exceeding four percent (4%) per annum. Both principal and interest will be payable at a bank or trust company located in the State of Michigan; New York, New York; or Chicago, Illinois, to be designated by the original purchaser of the Notes, which paying agent qualifies as such under the statutes of the state in which it is located or of the United States, with paying agent fees, if any, to be paid by the purchaser of the Notes. The Notes shall be issued in minimum denominations of \$100,000 or multiples of \$1,000 in excess of \$100,000. If more than one Note is issued, the Notes shall be numbered serially from one upwards.

NO OFFICIAL STATEMENT: The Issuer will not provide a Near Final or final Official Statement. Further, compliance with Rule 15c2-12 of the Securities and Exchange Commission regarding sale to limited numbers of sophisticated investors is the sole responsibility of the successful bidder.

PRIOR REDEMPTION: The Notes shall be subject to the right of the Issuer to pay the same in whole or in part, without penalty, at any time prior to maturity.

AWARD OF NOTES: For the purpose of awarding the sale of the Notes, the interest cost of each unconditional and firm bid will be computed on a 360-day year, 30-day month, by determining, at the rate specified therein, the total dollar value of all interest on the Notes from August 15, 2019, to maturity and deducting therefrom any premium. The Notes will be awarded to the bidder whose unconditional and firm bid on the above computation produces the lowest dollar interest cost to the Issuer. No proposal for the purchase of less than all the Notes or at a price

less than their par value will be considered. Any and all fees or charges of the bidder must be incorporated into the rate.

SECURITY: The Notes are issued under the provisions of Section 1225 of Act 451, Public Acts of Michigan, 1976, as amended, and Act 34, Public Acts of Michigan, 2001, as amended, for the purpose of providing money for school operations for the 2019-2020 fiscal year. The Issuer has pledged for the payment of the Notes, monies to be received by it from state school aid.

As additional security the Issuer has pledged the full faith, credit and resources of the Issuer and, in the event of the unavailability or insufficiency of state school aid for any reason, the Notes are payable from tax levies within its constitutional and statutory limitations or from unencumbered funds of the Issuer. The pledge of full faith and credit is subordinate to any encumbrances or tax levies pledged or to be pledged for the payment of tax anticipation notes issued or to be issued by the Issuer pursuant to Act 34, Public Acts of Michigan, 2001, as amended.

LEGAL OPINION: Bids shall be conditioned upon the unqualified opinion of Thrun Law Firm, P.C., attorneys of East Lansing, Michigan, which opinion will be furnished without expense to the purchaser prior to the delivery thereof, approving the legality of the Notes.

TAX MATTERS: In the opinion of note counsel, assuming continued compliance by the Issuer with certain requirements of the Internal Revenue Code of 1986, as amended (the "Code"), interest on the Notes is excluded from gross income for federal income tax purposes, as described in the opinion, and the Notes and interest thereon are excluded from taxable income for State of Michigan income tax purposes. Further, the Notes and the interest thereon are subject to inheritance and estate taxes and taxes on gains realized from the sale, payment or other disposition thereof. The Issuer has designated the Notes as **"QUALIFIED TAX-EXEMPT OBLIGATIONS"** within the meaning of the Code and has covenanted to comply with those requirements of the Code necessary to continue the exclusion of interest on the Notes from gross income for federal income tax purposes.

CERTIFICATE REGARDING "ISSUE PRICE": The successful bidder will be required to furnish, prior to the delivery of the Notes, a certificate in a form acceptable to note counsel as to the "issue price" of the Notes within the meaning of Section 1273 of the Internal Revenue Code of 1986, as amended. By submitting a bid, the bidder represents to the Issuer that it intends to hold the Notes for its own account with no present intention to reoffer the Notes unless the bidder has notified Note counsel, in writing, at least 72 hours before the bid deadline that the bidder intends to reoffer the Notes.

INVESTMENT CERTIFICATE: As a condition of award, the successful bidder will be required to furnish prior to the delivery of the Notes a certificate in a form acceptable to note counsel that documents the investment experience of the successful bidder and provides representations that either the Notes are being purchased for the bidder's own portfolio without the intent to sell or re-offer the Notes or that if there is an intent to sell or re-offer the Notes, the bidder will obtain from the subsequent purchaser an investment certificate that is substantially identical to the certificate provided by the successful bidder. A sample form investment certificate acceptable to note counsel is available for review through note counsel prior to the sale and will be provided by note counsel to the successful bidder after the sale.

CLOSING DOCUMENTS: Drafts of all closing documents, including the form of Note and note counsel's legal opinion, may be requested from Thrun Law Firm, P.C. Final closing documents will be in substantially the same form as the drafts provided. Closing documents will not be modified at the request of a bidder, regardless of whether the bidder's proposal is accepted.

DELIVERY OF NOTES: The Issuer shall furnish Notes ready for execution at its expense. Notes will be delivered without expense to the purchaser at a place located in the STATE OF MICHIGAN, to be mutually agreed upon between the purchaser and the Issuer. Delivery can also be made in Chicago, Illinois or New York, New York, but at the EXPENSE of the PURCHASER. The usual closing documents, including a certificate that no litigation is pending affecting the issuance of the Notes, will be delivered at the time of the delivery of the Notes. Accrued interest to the date of delivery of the Notes, if any, shall be paid by the purchaser at the time of delivery.

Payment for the Notes shall be in such manner as to assure receipt of funds by the Issuer on the day of delivery of the Notes.

BIDDER CERTIFICATION - NOT "IRAN-LINKED BUSINESS": By submitting a bid, the bidder shall be deemed to have certified that it is not an "Iran-Linked Business" as defined in Act 517, Public Acts of Michigan, 2012; MCL 129.311, et seq.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

The bids should be plainly marked "Proposal for Vicksburg Community Schools State Aid Notes".

Form Only - Not for Execution
Superintendent
Vicksburg Community Schools