

DICKINSON-IRON ISD

Dated: _____

By: _____

Name: Wendy L. Warmuth
Superintendent

Certification

I, **Nancy deKoster**, secretary of the intermediate school board (the "ISD Board") of the Dickinson-Iron ISD (the "ISD"), hereby certify all of the following:

(1) that this first amended and restated agreement was approved and the signing of the first amended and restated agreement by the superintendent of the ISD was authorized on behalf of the ISD by the ISD Board by a resolution adopted at a meeting of the ISD Board held on

November 8, 2017;

(2) that the resolution remains in effect;

(3) that the meeting was held in compliance with the Open Meetings Act, 1976 PA 267, as amended, MCL 15.261 to 15.275; and

(4) that the minutes of the meeting were kept and have been or will be made available as required by the Open Meetings Act, 1976 PA 267, as amended, MCL 15.261 to 15.275.

Dated: _____

By: _____

Name: Nancy deKoster
Secretary

EXHIBIT A REQUEST FORM

Michigan Early Childhood Investment Corporation

Request Form for Intermediate School District Seeking Admission as a party to and Participant under the First Amended Restated Interlocal Agreement between the Department of Education and Participating Intermediate School Districts creating the Michigan Early Childhood Investment Corporation

Name of Intermediate School District ("ISD") Dickinson-Iron Intermediate School District

ISD address: 1074 Pyle Drive Kingsford MI 49802
[street address] [city] [state] [zip code]

ISD website: www.diisd.org

ISD federal taxpayer identification number: 38-1717218

ISD Superintendent Name: Wendy L. Warmuth

Names and Titles of ISD Board Members: Robert Witter – President, James Nocerini, Sr., -
Vice-President, Nancy deKoster – Secretary, William (Bill) Borga – Treasurer, Carol Brunswick
– Trustee, Marsha Wainio, Trustee, Lisa Koon-Bloomburg – Trustee

List of counties within ISD: Dickinson, Iron

ISD Contact Person for Request

Name: Casey McCormick

Title: Director of Early Childhood

Telephone: (906)- 779-2695

Email: cmccormick@diisd.org

EXHIBIT B

FORM OF RESOLUTION FOR PARTICIPATION

Dickinson-Iron ISD Intermediate School Board

RESOLUTION

The Dickinson-Iron ISD (the “ISD”), is a public body corporate created under part 7 of The Revised School Code, 1976 PA 451, as amended MCL 380.601 to 380.705.

The Michigan Department of Education (the “**Department**”) is a principal department of Michigan state government created by section 300 of the Executive Organization Act of 1965, MCL 16.400.

Under section 28 of article 7 of the Michigan Constitution of 1963, and the Urban Cooperation Act of 1967, 1967 (Ex Sess) PA 7, as amended, MCL 124.501 to 124.512 (“**Act 7**”), a public agency may exercise jointly with any other public agency any power, privilege or authority that the public agencies share in common and that each might exercise separately.

The Department and the ISD are each a “public agency” as that term is defined in Act 7.

The ISD has the power, privilege, and authority to perform various activities relating to early childhood development and education and wants to jointly exercise the power, privilege, and authority jointly with the Department and other participating intermediate school districts as a participant under and party to the first amended and restated interlocal agreement between the Department and participating intermediate school districts creating the Michigan Early Childhood Development Corporation (the “**Corporation**”).

The intermediate school board of the ISD therefore resolves as follows:

- that the first and amended and restated interlocal agreement between the Department and participating intermediate school districts creating the Corporation (the “**Interlocal Agreement**”) is hereby approved; and
- that the superintendent of the ISD is hereby authorized transmit a copy of this resolution to the Corporation and to sign and file the Interlocal Agreement on behalf of the ISD.

Certification

I, Nancy deKoster, secretary of the intermediate school board (the “**ISD Board**”) of the Dickinson-Iron ISD (the “ISD”), hereby certify all of the following:

- (1) that this first amended and restated agreement was approved and the signing of the first amended and restated agreement by the superintendent of the ISD was authorized on behalf of the ISD by the ISD Board by a resolution adopted at a meeting of the ISD Board held on 11/08/17;
- (2) that the resolution remains in effect;
- (3) that the meeting was held in compliance with the Open Meetings Act, 1976 PA 267, as amended, MCL 15.261 to 15.275; and
- (4) that the minutes of the meeting were kept and have been or will be made available as required by the Open Meetings Act, 1976 PA 267, as amended, MCL 15.261 to 15.275.

Dated: _____

By: _____

Name: Nancy deKoster
Secretary



U.S. MAIL ADDRESS
P.O. BOX 2575
EAST LANSING, MI 48826-2575
PHONE: (517) 484-8000
FAX: (517) 484-0041
FAX: (517) 484-0081

ALL OTHER SHIPPING
2000 WEST ROAD, SUITE 400
EAST LANSING, MI 48823-6308

MICHAEL B. FARRELL
GORDON W. VANWIJEREN, JR.
MARTHA J. MARCERO
JESSA L. SWEN
JEFFERY J. SOLES
ROY H. HENLEY

ROBERT G. HUBER
MICHAEL D. GRESBIS
CHRISTOPHER J. IAMARINO
RAYMOND M. DAVIS
MICHELE R. EADDY
KIRK C. HERALD

MARGARET M. HACKETT
MATTHEW F. HIBER
KARI K. SHAY
ROBERT A. DIETZEL
JENNIFER K. STARLIN
RYAN J. NICHOLSON

FREDRIC G. HEIDEMANN
KATHERINE WOLF BROADDUS
DANIEL R. MARTIN
TIMOTHY T. GARDNER, JR.
PHILIP G. CLARK
PIOTR M. MATUSIAK

CRISTINA T. PATZELT
KEVIN S. HARTY (OF COUNSEL)
TRAVERSE CITY

GORDON W. VANWIJEREN, JR.
(517) 374-8843
gvanwieren@thrunlaw.com

October 30, 2017

Via U.S. Mail

Michigan Early Childhood Investment Corporation
8164 Executive Court, Suite A
Lansing, Michigan 48917

Re: First Amended and Restated Interlocal Agreement between the Department of Education and Participating Intermediate School Districts

Dear Ladies and Gentlemen:

We act as legal counsel to each intermediate school district (collectively, the “**Applicant Agency**”) listed in Attachment 1, which is affixed to this letter, in connection with the Applicant Agency’s potential participation as a party to and Participant under the First Amended and Restated Interlocal Agreement between the Department of Education and Participating Intermediate School Districts (the “**Interlocal Agreement**”) and the proposed resolution of the governing body of the Applicant Agency approving the Interlocal Agreement and authorizing the Applicant Agency to become a party to and Participant under the Interlocal Agreement (with the Interlocal Agreement and the resolution collectively the “**Participation Documents**”).

We are delivering this letter to you as required by Section 9.04 of the Interlocal Agreement. Unless otherwise defined in this letter, capitalized terms will have the meaning defined in the Interlocal Agreement.

On the basis of, and subject to the assumptions, qualifications, exceptions, and limitations included in this letter, we express the following opinions:

- (1) that the Applicant Agency is an intermediate school district organized and operating under the provisions of the Revised School Code, 1976 PA 451, as amended, MCL 380.1 to 380.1853 (“**Act 451**”) and is an Eligible Public Agency with the authority to enter into agreements or cooperative agreements with other entities, public or private, or join organizations as part of performing the functions of the intermediate school district;
- (2) that the Applicant Agency is authorized under Michigan law, including the Urban Cooperation Act of 1967, 1967 (Ex Sess) PA 7, as amended, MCL 124.501 to 124.512 (“**Act 7**”), to exercise jointly with the Department and other intermediate school districts any power, privilege or authority that each share in common and that each might exercise separately;



Michigan Early Childhood Investment Corporation
October 30, 2017
Page 2 of 5

- (3) that the Applicant Agency may exercise the powers, privileges, and authorities included in section 2.02 of the Interlocal Agreement;
- (4) that the Applicant Agency has the power and authority to execute, deliver, and perform all of its obligations under the Participation Documents;
- (5) that after the Applicant's Agency's respective board of education passes the proposed resolution at a meeting that is held in full compliance with the Open Meetings Act, MCL 15.261, *et seq.*, as amended, the Applicant Agency will have taken all action necessary to authorize the execution, delivery, and performance of each of the Participation Documents;
- (6) that if the Applicant Agency is approved as a Participant by the Corporation and a copy of the Interlocal Agreement executed and delivered by the Applicant Agency is filed as required under Act 7, the Interlocal Agreement is a valid and binding obligation of the Applicant Agency enforceable against the Applicant Agency in accordance with its terms, except as may be limited by (a) bankruptcy or financial emergency, (b) general principles of equity, or (c) changes in Michigan law; and
- (7) that to the best of our knowledge we are unaware of any facts that overtly threaten or prohibit this arrangement or otherwise enjoin the performance of the Participation Documents.

For purposes of this opinion letter, we have examined the Participation Documents and such other documents as we have deemed necessary as a basis for this opinion letter and we have made such other investigations as we have deemed appropriate. We have assumed the following:

- (1) that the First Amended and Restated Interlocal Agreement has been duly approved, executed, and filed by the Department and each of the Participants and remains in effect; and
- (2) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic, original documents of all documents submitted to us as copies, the due authority of the parties executing the documents (other than those executing on behalf of the Applicant Agency), and the legal capacity of natural persons.

The law covered by the opinions expressed in this opinion letter is limited to the law of the State of Michigan and the federal law of the United States of America.

For purposes of this letter "to the best of our knowledge" means the conscious awareness of facts, without any investigation, by any of the lawyers currently with this firm who have given



Michigan Early Childhood Investment Corporation
October 30, 2017
Page 3 of 5

substantive attention to legal representation, if any, of the Applicant Agency in connection with matters relating to the Participation Documents.

The opinions in this letter are limited to matters included in this letter. No opinion may be inferred or implied beyond the matters expressly stated in this letter. The opinions must be read in conjunction with the assumptions, limitations, exceptions, and qualifications included in this letter. We assume no obligation to update this opinion to advise the Corporation of any changes in facts or laws after the date of this letter.

This letter may be relied upon only by the Corporation in connection with the execution and delivery of the Participation Documents and the activities contemplated in the Participation Documents. The Corporation may not rely upon this letter for any other purpose, and no other person or entity may rely upon this letter for any purpose without prior written consent.

Should you have any questions or concerns with regard to this matter, please feel free to contact me.

Very truly yours,

THRUN LAW FIRM, P.C.



Gordon W. Van Wieren, Jr.

GWV/PGC



Michigan Early Childhood Investment Corporation
October 30, 2017
Page 4 of 5

Attachment 1

Allegan Area Educational Service Agency
Bay-Arenac Intermediate School District
Berrien Regional Education Service Agency
Branch Intermediate School District
Calhoun Intermediate School District
Charlevoix-Emmet Intermediate School District
Clare-Gladwin Regional Education Service District
Clinton County Regional Educational Service Agency
C.O.O.R. Intermediate School District
Copper Country Intermediate School District
Delta-Schoolcraft Intermediate School District
Dickinson-Iron Intermediate School District
Eastern Upper Peninsula Intermediate School District
Genesee Intermediate School District
Gogebic-Ontonagon Intermediate School District
Huron Intermediate School District
Ingham Intermediate School District
Jackson County Intermediate School District
Kalamazoo Regional Educational Service agency
Kent Intermediate School District
Lenawee Intermediate School District
Livingston Educational Service Agency



Michigan Early Childhood Investment Corporation

October 30, 2017

Page 5 of 5

Marquette-Alger Educational Service Agency

Mecosta-Osceola Intermediate School District

Menominee County Intermediate School District

Midland County Educational Service Agency

Monroe County Intermediate School District

Montcalm Area Intermediate School District

Muskegon Area Intermediate School District

Newaygo County Regional Educational Service Agency

Oakland Schools

Ottawa Area Intermediate School District

Saginaw Intermediate School District

Shiawassee Regional Education Service Agency

St. Clair County Regional Educational Service Agency

St. Joseph County Intermediate School District

Traverse Bay Area Intermediate School District

Tuscola Intermediate School District

Van Buren Intermediate School District

Washtenaw Intermediate School District

Wayne County Regional Educational Service Agency

Wexford-Missaukee Intermediate School District