

ORDINANCE NO. 2016-1

AN ORDINANCE TO PROVIDE FOR THE ACQUISITION, CONSTRUCTION, FURNISHING AND EQUIPPING OF IMPROVEMENTS TO THE WATER AND SEWER SYSTEM OF THE CITY OF LINCOLN PARK; TO PROVIDE FOR THE ISSUANCE AND SALE OF REVENUE BONDS TO PAY THE COST THEREOF; TO PRESCRIBE THE FORM OF THE BOND; TO PROVIDE FOR THE COLLECTION OF REVENUES FROM THE SYSTEM SUFFICIENT FOR THE PURPOSE OF PAYING THE COSTS OF OPERATION AND MAINTENANCE OF THE SYSTEM AND TO PAY THE PRINCIPAL OF AND INTEREST ON THE BOND; TO PROVIDE FOR SECURITY FOR THE BOND; TO PROVIDE FOR THE SEGREGATION AND DISTRIBUTION OF THE REVENUES; TO PROVIDE FOR THE RIGHTS OF THE HOLDERS OF THE BOND IN ENFORCEMENT THEREOF; AND TO PROVIDE FOR OTHER MATTERS RELATING TO THE BOND AND THE SYSTEM.

THE CITY OF LINCOLN PARK ORDAINS:

Section 1. Definitions. Whenever used in this Ordinance, except when otherwise indicated by the context, the following terms shall have the following meanings:

(a) "Act 94" means Act 94, Public Acts of Michigan, 1933, as amended.

(b) "Adjusted Net Revenues" means for any operating year the excess of revenues over expenses for the System determined in accordance with generally accepted accounting principles, to which shall be added depreciation, amortization, interest expense on the Bond and payments to the Issuer in lieu of taxes, to which may be made the following adjustments.

(i) Revenues may be augmented by the amount of any rate increases adopted prior to the issuance of additional bonds or to be placed into effect before the time principal or interest on the additional bonds becomes payable from Revenues as applied to quantities of service furnished during the operating year or portion thereof that the increased rates were not in effect.

(ii) Revenues may be augmented by amounts which may be derived from rates and charges to be paid by new customers of the System.

The adjustment of revenues and expenses by the factors set forth in (i) and (ii) above shall be reported upon by professional engineers or certified public accountants or other experts not in the regular employment of the Issuer.

(c) "Authority" means the Michigan Finance Authority.

(d) "Authorized Officers" means the Mayor, Clerk, Treasurer, City Manager and Finance Director of the Issuer.

(e) "Bond" mean means the Water and Sewer System Revenue Bond, Series 2016 (Limited Tax General Obligation), of the Issuer in the principal amount of not to exceed \$2,000,000 authorized by this Ordinance.

(f) "Engineers" means Hennessey Engineers, Inc., consulting engineers of Southgate, Michigan.

(g) "Issuer" means the City of Lincoln Park, County of Wayne, State of Michigan.

(h) "MDEQ" means the Michigan Department of Environmental Quality.

(i) "Project" means the improvements to the existing Water and Sewer System of the Issuer, consisting generally of sewer lining, manhole and retention basin control valve improvements, together with all necessary structures, equipment, furnishings and all appurtenances and attachments thereto.

(j) "Purchase Contract" means the Purchase Contract to be entered into between the Authority and the Issuer relating to the purchase by the Authority of the Bond.

(k) "Revenues" and "Net Revenues" means the revenues and net revenues of the System and shall be construed as defined in Section 3 of Act 94, including with respect to "Revenues" the earnings derived from the investment of moneys in the various funds and accounts established by this Ordinance, and other revenues derived from or pledged to operation of the System.

(l) "Sufficient Government Obligations" means direct obligations of the United States of America or obligations the principal and interest on which is fully guaranteed by the United States of America, not redeemable at the option of the issuer, the principal and interest payments upon which, without reinvestment of the interest, come due at such times and in such amounts as to be fully sufficient to pay the interest as it comes due on the Bond and the principal and redemption premium, if any, on the Bond as it comes due whether on the stated maturity date or upon earlier redemption. Securities representing such obligations shall be placed in trust with a bank or trust company, and if any principal installment of the Bond is to be called for redemption prior to maturity, irrevocable instructions to call the principal installment for redemption shall be given to the paying agent.

(m) "Supplemental Agreement" means the supplemental agreement among the Issuer, the Authority and MDEQ relating to the Bond.

(n) "System" means the Water and Sewer System of the Issuer, including such facilities thereof as are now existing, are acquired and constructed as the Project, and all enlargements, extensions, repairs and improvements thereto hereafter made.

Section 2. Necessity; Approval of Plans and Specifications. It is hereby determined to be a necessary public purpose of the Issuer to acquire and construct the Project in accordance with the plans and specifications prepared by the Engineers, which plans and specifications are hereby approved. The Project qualifies for the State Revolving Fund financing program being administered by the MDEQ and the Authority, whereby bonds of the Issuer are sold to the Authority and bear interest at a fixed rate of two and one-half percent (2.50%) per annum.

Section 3. Costs; Useful Life. The cost of the Project is estimated not to exceed Two Million Dollars (\$2,000,000) including the payment of incidental expenses as specified in Section 4 of this Ordinance, which estimate of cost is hereby approved and confirmed, and the period of usefulness of the Project is estimated to be not less than twenty (20) years.

Section 4. Payment of Cost; Bond Authorized. To pay the cost of acquiring and constructing the Project, including payment of legal, engineering, financial and other expenses incident thereto and incident to the issuance and sale of the Bond, the Issuer shall borrow the sum of not to exceed Two Million Dollars (\$2,000,000) and issue its Bond therefor pursuant to the provisions of Act 94. The remaining cost of the Project, if any, shall be defrayed from Issuer funds on hand and legally available for such use.

Section 5. Issuance of Bond; Details. The Bond of the Issuer, to be designated WATER AND SEWER SYSTEM REVENUE BOND, SERIES 2016 (LIMITED TAX GENERAL OBLIGATION), is hereby authorized to be issued in the principal amount of not to exceed Two Million Dollars (\$2,000,000) or as otherwise determined by order of the MDEQ for the purpose of paying the cost of the Project, including the costs incidental to the issuance, sale and delivery of the Bond. The Bond shall be payable primarily out of the Net Revenues as set forth more fully in Section 7 hereof. The Bond shall be in the form of a single fully-registered, nonconvertible bond of the denomination of the full principal amount thereof, dated as of the date of delivery, payable in principal installments serially as finally determined by the order of the MDEQ at the time of sale of the Bond and approved by the Authority and an Authorized Officer. Final determination of the principal amount of the Bond and the payment dates and amounts of principal installments of the Bond shall be evidenced by execution of a Purchase Contract (the "Purchase Contract") between the Issuer and the Authority providing for sale of the Bond and the Authorized Officers are authorized and directed to execute and deliver the Purchase Contract when it is in final form and to make the determinations set forth above; provided, however, that the first principal installment shall be due no earlier than April 1, 2017 and the final principal installment shall be due no later than October 1, 2039, and that the total principal amount shall not exceed \$2,000,000.

The Bond shall bear interest at a rate of two and one-half percent (2.50%) per annum on the par value thereof or such other rate as evidenced by execution of the Purchase Contract, but in any event not to exceed the rate permitted by law, payable semiannually on the dates as finally determined in the Purchase Contract. The Bond principal amount is expected to be drawn down by the Issuer periodically, and interest on the principal amount shall accrue from the date such principal amount is drawn down by the Issuer.

The Bond or principal installments thereof will be subject to prepayment prior to maturity with the prior written approval of the Authority in the manner and at the times as provided in the Bond form in this Ordinance.

The Clerk shall record on the registration books payment by the Issuer of each installment of principal or interest or both when made and the cancelled checks or other records evidencing such payments shall be returned to and retained by the Clerk.

Upon payment by the Issuer of all outstanding principal of and interest on the Bond, the Authority shall deliver the Bond to the Issuer for cancellation.

The Mayor and Clerk are authorized to execute and deliver the Bond in accordance with the delivery instructions of the Authority. The Bond shall be signed with the manual or facsimile signatures of the Mayor and the Clerk and shall have the Issuer's seal impressed or printed thereon. The Bond bearing the manual or facsimile signatures of the Mayor and the Clerk sold to the Authority shall require no further authentication.

Section 6. Registration and Transfer. 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 the registered owner's duly authorized attorney, upon surrender of the Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the transfer agent. Whenever any Bond or Bond shall be surrendered for transfer, the Issuer shall execute and the transfer agent shall authenticate and deliver a new Bond or Bond, for like aggregate principal amount. The transfer agent shall require payment by the bondholder requesting the transfer of any tax or other governmental charge required to be paid with respect to the transfer. The transfer agent shall not be required (i) to issue, register the transfer of or exchange any Bond during a period beginning at the opening of business 15 days before the day of the giving of a notice of redemption of Bond selected for redemption as described in the form of Bond contained in Section 16 of this Ordinance and ending at the close of business on the day of that giving of notice, or (ii) to register the transfer of or exchange any Bond so selected for redemption in whole or in part, except the unredeemed portion of Bond being redeemed in part. The Issuer shall give the transfer agent notice of call for redemption at least 20 days prior to the date notice of redemption is to be given.

The transfer agent shall keep or cause to be kept, at its principal office, sufficient books for the registration and transfer of the Bond, which shall at all times be open to inspection by the Issuer; and, upon presentation for such purpose, the transfer agent shall, under such reasonable regulations as it may prescribe, transfer or cause to be transferred, on said books, Bond as hereinbefore provided.

If any Bond shall become mutilated, the Issuer, at the expense of the holder of the Bond, shall execute, and the transfer agent shall authenticate and deliver, a new Bond of like tenor in exchange and substitution for the mutilated Bond, upon surrender to the transfer agent of the mutilated Bond. If any Bond issued under this Ordinance shall be lost, destroyed or stolen, evidence of the loss, destruction or theft may be submitted to the transfer agent and, if this evidence is satisfactory to both and indemnity satisfactory to the transfer agent shall be given, and if all requirements of any applicable law including Act 354, Public Acts of Michigan, 1972, as amended ("Act 354"), being sections 129.131 to 129.135, inclusive, of the Michigan Compiled Laws have been met, the Issuer, at the expense of the owner, shall execute, and the transfer agent shall thereupon authenticate and deliver, a new Bond of like tenor and bearing the statement required by Act 354, or any applicable law hereafter enacted, in lieu of and in substitution for 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 transfer agent may pay the same without surrender thereof.

Section 7. Payment of Bond; Security. The Bond and the interest thereon shall be payable primarily from the Net Revenues, and to secure such payment, there is hereby created a statutory lien upon the whole of the Net Revenues which shall be a first lien to continue until payment in full of the principal of and interest on the Bond, or, until sufficient cash or Sufficient Government Obligations have been deposited in trust for payment in full of the Bond then outstanding, principal and interest on such

Bond to maturity, or, if called for redemption, to the date fixed for redemption together with the amount of the redemption premium, if any. Upon deposit of cash or Sufficient Government Obligations, as provided in the previous sentence, the statutory lien shall be terminated with respect to the Bond, the holders of the Bond shall have no further rights under this Ordinance except for payment from the deposited funds, and the Series Bond shall no longer be considered to be outstanding under this Ordinance.

As additional security, the Issuer hereby pledges its limited tax full faith and credit for the payment of the principal of and interest on the Bond. Should the Net Revenues of the System at any time be insufficient to pay the principal of and interest on the Bond as the same become due, then the Issuer shall advance from any funds available therefor, or, if necessary, levy taxes upon all taxable property in the Issuer, subject to constitutional, statutory and charter tax rate limitations, such sums as may be necessary to pay said principal and interest. The Issuer shall be reimbursed for any such advance from the Net Revenues of the System subsequently received which are not otherwise pledged or encumbered by this Ordinance.

Section 8. Bondholders' Rights; Receiver. The holder or holders of the Bond representing in the aggregate not less than twenty percent (20%) of the entire principal amount thereof then outstanding, may, by suit, action, mandamus or other proceedings, protect and enforce the statutory lien upon the Net Revenues of the System, and may, by suit, action, mandamus or other proceedings, enforce and compel performance of all duties of the officers of the Issuer, including the fixing of sufficient rates, the collection of Revenues, the proper segregation of the Revenues of the System and the proper application thereof. The statutory lien upon the Net Revenues, however, shall not be construed as to compel the sale of the System or any part thereof.

If there is a default in the payment of the principal of or interest on the Bond, any court having jurisdiction in any proper action may appoint a receiver to administer and operate the System on behalf of the Issuer and under the direction of the court, and by and with the approval of the court to perform all of the duties of the officers of the Issuer more particularly set forth herein and in Act 94.

The holder or holders of the Bond shall have all other rights and remedies given by Act 94 and law, for the payment and enforcement of the Bond and the security therefor.

Section 9. Management; Fiscal Year. The operation, repair and management of the System and the acquiring of the Project shall continue to be under the supervision and control of the City Council. The City Council may employ such person or persons in such capacity capacities as it deems advisable to carry on the efficient management and operation of the System. The City Council may make such rules and regulations as it deems advisable and necessary to assure the efficient management and operation of the System. The System shall be operated on the basis of an operating year which shall coincide with the Issuer's fiscal year.

Section 10. No Free Service or Use. No free service or use of the System, or service or use of the System at less than cost, shall be furnished by the System to any person, firm or corporation, public or private, or to any public agency or instrumentality, including the Issuer.

Section 11. Fixing and Revising Rates; Rate Covenant. The rates now in effect and the rate adjustments to be placed into effect are estimated to be sufficient to provide for the payment of the expenses of administration and operation and such expenses for maintenance of the System as are necessary to preserve the System in good repair and working order, to provide for the payment of the principal of and interest on the Bond as the same become due and payable, therefor and to provide for all other obligations, expenditures and funds for the System required by law and this Ordinance. In addition, it is agreed that the rates shall be set from time to time so that there shall be produced each fiscal year Net Revenues in an amount not less than 110% of the principal of and interest on the Bond and any additional bonds of equal standing with the Bond coming due in each fiscal year. The rates shall be fixed and revised from time to time as may be necessary to produce these amounts, and it is hereby covenanted and agreed to fix and maintain rates for services furnished by the System at all times sufficient to provide for the foregoing.

Section 12. Funds and Accounts; Flow of Funds. Commencing upon the adoption of this Ordinance, all funds belonging to the System shall be continued and maintained as provided herein and all Revenues of the System shall continue to be set aside as collected and credited to a fund to be designated WATER AND SEWER SYSTEM RECEIVING FUND (the "Receiving Fund"). The Revenues credited to the Receiving Fund are pledged for the purpose of the following accounts and shall be transferred or debited from the Receiving Fund periodically in the manner and at the times and in the order of priority hereinafter specified:

A. OPERATION AND MAINTENANCE ACCOUNT: Out of the Revenues credited to the Receiving Fund there shall be first set aside in, or credited to, a fund designated OPERATION AND MAINTENANCE ACCOUNT (the "Operation and Maintenance Account"), monthly a sum sufficient to provide for the payment of the next month's expenses of administration and operation of the System and such current expenses for the maintenance thereof as may be necessary to preserve the same in good repair and working order.

A budget, showing in detail the estimated costs of administration, operation and maintenance of the System for the next ensuing operating year, shall be prepared by the Issuer prior to the commencement of each ensuing operating year.

B. BOND AND INTEREST REDEMPTION ACCOUNT: There shall be established and maintained a separate depository account designated BOND AND INTEREST REDEMPTION ACCOUNT (the "Redemption Account"), the moneys on deposit therein from time to time to be used solely for the purpose of paying the principal of, interest on, and redemption premiums (if any) on the Bond.

Out of the Revenues remaining in the Receiving Fund, after provision for the Operation and Maintenance Account, there shall be set aside each month commencing on the first day of the month following issuance of the Bond in the Redemption Account a sum proportionately sufficient to provide for the payment when due of the current principal of and interest on the Bond, less any amount in the Redemption Account representing accrued interest on the Bond or investment income on amounts on deposit in the Redemption Account. Commencing on the first day of the first fiscal year quarter following the delivery of the first installment of the Bond until the entire principal amount of the Bond has been received, the amount set aside each month for

interest on the Bond shall be equal to a fraction derived from the number of months from the first day of the first month following delivery of the first installment to the first interest payment date of the total amount of interest on the Bond next coming due. Commencing on the first interest payment date after the entire principal amount of the Bond has been received, the amount set aside each month for interest on the Bond shall be $1/6$ of the total amount of interest on the Bond next coming due. The amount set aside each month for principal, commencing the first day of the first fiscal year quarter following the delivery of the initial installment of the Bond, shall be equal to that amount which is that fraction derived from the number of months from that date to the first principal payment date of the amount of principal next coming due by maturity and the amount set aside each month for principal payment commencing on the first principal payment date, shall be $1/12$ of the amount of principal next coming due by maturity. If there is any deficiency in the amount previously set aside, that deficiency shall be added to the next succeeding monthly requirements. The amount to be set aside for the payment of principal and interest on any date shall not exceed the amount which, when added to the money on deposit in the Redemption Account, including investment income thereon, is necessary to pay principal and interest due on the Bond on the next succeeding principal payment date.

No further payments need be made into the Redemption Account after enough of the principal installments of the Bond have been retired so that the amount then held in the Redemption Account is equal to the entire amount of principal and interest which will be payable at the time of maturity of all the principal installments of the Bond then remaining outstanding.

The moneys in the Redemption Account shall be invested in accordance with Section 14 of this Ordinance, and profit realized or income earned on such investment shall be used or transferred as provided in Section 12 of this Ordinance.

C. REPLACEMENT AND IMPROVEMENT ACCOUNT: There shall next be established and maintained an account designated REPLACEMENT AND IMPROVEMENT ACCOUNT (the "Replacement Account"), the money credited thereto to be used solely for the purpose of making repairs, replacements, improvements, enlargements or extensions to the System including any buildings or structures related to the System. Out of the Revenues and moneys of the System remaining in the Receiving Fund each year after provision has been made for the deposit of moneys in the Operation and Maintenance Account and the Redemption Account there may be deposited in the Replacement Account such additional funds as the Issuer may deem advisable.

D. GENERAL OBLIGATION DEBT ACCOUNT: Out of the remaining Revenues in the Receiving Fund, there may be next set aside in or credited to monthly after meeting all the foregoing requirements, to an account designated General Obligation Debt Account (the "G.O. Account"), or from other available moneys, such sums as shall be necessary to pay debt service on presently existing or future general obligation bond issues of the Issuer or general obligations or contractual obligations of the Issuer incurred or to be incurred for the benefit of the System.

E. SURPLUS MONEYS: Thereafter, any Revenues in the Receiving Fund after satisfying all the foregoing requirements of this Section may, at the discretion of the Issuer, be used for any of the following purposes:

1. Transferred to the Replacement Account.
2. Transferred to the Redemption Account and used for the purchase of Bond on the open market at not more than the fair market value thereof or used to redeem Bond prior to maturity.
3. Retained in the Receiving Fund.

Section 13. Priority of Funds. In the event the moneys in the Receiving Fund are insufficient to provide for the current requirements of the Operation and Maintenance Account or the Redemption Account, any moneys or securities in other funds of the System, except the proceeds of sale of the Bond, shall be credited or transferred, first, to the Operation and Maintenance Account, and second to the Redemption Account.

Section 14. Investments. Moneys in the funds and accounts established herein and moneys derived from the proceeds of sale of the Bond, may be invested by the Issuer in United States of America obligations or in obligations the principal of and interest on which is fully guaranteed by the United States of America and any investments now or hereafter permitted by Act 94 or other controlling law. Investment of moneys in the Redemption Account being accumulated for payment of the next maturing principal or interest payment of the Bond shall be limited to obligations bearing maturity dates prior to the date of the next maturing principal or interest payment on the Bond. In the event investments are made, any securities representing the same shall be kept on deposit with the bank or trust company having on deposit the fund or funds or account from which the purchase was made. Profit realized or interest income earned on investment of funds in the Funds established hereunder shall be deposited in or credited to the Fund having realized the profit or earned the interest (unless otherwise expressly provided in this Ordinance or as determined by the Issuer), such deposit or credit to occur periodically but not less often than at the end of each fiscal year.

Section 15. Bond Proceeds. The proceeds of the sale of the Bond as received by the Issuer shall be deposited in an account separate from other money of the Issuer and held in a bank or banks qualified to act as depository of the proceeds of sale under the provisions of Section 15 of Act 94 designated 2016 SRF PROJECT CONSTRUCTION FUND (the "Construction Fund"). Moneys in the Construction Fund shall be applied solely in payment of the cost of the Project including any engineering, legal and other expenses incident thereto and to the financing thereof.

Section 16. Bond Form. The Bond shall be in substantially the following form subject to such changes as may be required by the Authority:

**UNITED STATES OF AMERICA
STATE OF MICHIGAN
COUNTY OF WAYNE**

CITY OF LINCOLN PARK

**WATER AND SEWER SYSTEM REVENUE BOND, SERIES 2016
(LIMITED TAX GENERAL OBLIGATION)**

REGISTERED OWNER: Michigan Finance Authority

PRINCIPAL AMOUNT: Two Million Dollars (\$2,000,000)

DATE OF ORIGINAL ISSUE: April 11, 2016

The CITY OF LINCOLN PARK, County of Wayne, State of Michigan (the "Issuer"), acknowledges itself to owe and for value received hereby promises to pay, primarily out of the hereinafter described Net Revenues of the Issuer's Water and Sewer System (hereinafter defined), to the Michigan Finance Authority (the "Authority"), or registered assigns, the Principal Amount shown above, or such portion thereof as shall have been advanced to the Issuer pursuant to a Purchase Contract between the Issuer and the Authority and a Supplemental Agreement by and among the Issuer, the Authority and the State of Michigan acting through the Department of Environmental Quality, in lawful money of the United States of America, unless prepaid or reduced prior thereto as hereinafter provided.

During the time funds are being drawn down by the Issuer under this bond, the Authority will periodically provide to the Issuer a statement showing the amount of principal that has been advanced and the date of each advance, which statement shall constitute prima facie evidence of the reported information; provided that no failure on the part of the Authority to provide such a statement or to reflect a disbursement or the correct amount of a disbursement shall relieve the Issuer of its obligation to repay the outstanding Principal Amount actually advanced (subject to any principal forgiveness as provided for in Schedule A), all accrued interest thereon, and any other amount payable with respect thereto in accordance with the terms of this bond.

The Principal Amount shall be payable on the dates and in the annual principal installment amounts set forth in Schedule A attached hereto and made a part hereof, as such Schedule may be adjusted if less than \$2,000,000 is disbursed to the Issuer or if a portion of the Principal Amount is prepaid as provided below, with interest on said principal installments from the date each said installment is delivered to the holder hereof until paid at the rate of two and one-half percent (2.50%) per annum. Interest is first payable on October 1, 2016, and semiannually thereafter and principal is payable on the first day of April commencing April 1, 2017 (as identified in the Purchase Contract) and annually thereafter.

This bond may be subject to redemption prior to maturity by the Issuer only with the prior written consent of the Authority and on such terms as may be required by the Authority.

Notwithstanding any other provision of this bond, so long as the Authority is the owner of this bond, (a) this bond is payable as to principal, premium, if any, and interest at The Bank of New York Mellon Trust Company, N.A. or at such other place as shall be designated in writing to the Issuer by the Authority (the "Authority's Depository"); (b) the Issuer agrees that it will deposit with the Authority's Depository payments of the principal of, premium, if any, and interest on this bond in immediately available funds by 12:00 noon at least five business days prior to the date on which any such payment is due whether by maturity, redemption or otherwise; in the event that the Authority's Depository has not received the Issuer's deposit by 12:00 noon on the scheduled day, the Issuer shall immediately pay to the Authority as invoiced by the Authority an amount to recover the Authority's administrative costs and lost investment earnings attributable to that late payment; and (c) written notice of any redemption of this bond shall be given by the Issuer and received by the Authority's Depository at least 40 days prior to the date on which such redemption is to be made.

Additional Interest

In the event of a default in the payment of principal or interest hereon when due, whether at maturity, by redemption or otherwise, the amount of such default shall bear interest (the "additional interest") at a rate equal to the rate of interest which is two percent above the Authority's cost of providing funds (as determined by the Authority) to make payment on the bonds of the Authority issued to provide funds to purchase this bond but in no event in excess of the maximum rate of interest permitted by law. The additional interest shall continue to accrue until the Authority has been fully reimbursed for all costs incurred by the Authority (as determined by the Authority) as a consequence of the Issuer's default. Such additional interest shall be payable on the interest payment date following demand of the Authority. In the event that (for reasons other than the default in the payment of any municipal obligation purchased by the Authority) the investment of amounts in the reserve account established by the Authority for the bonds of the Authority issued to provide funds to purchase this bond fails to provide sufficient available funds (together with any other funds which may be made available for such purpose) to pay the interest on outstanding bonds of the Authority issued to fund such account, the Issuer shall and hereby agrees to pay on demand only the Issuer's pro rata share (as determined by the Authority) of such deficiency as additional interest on this bond.

For prompt payment of principal and interest on this bond, the Issuer has irrevocably pledged the revenues of its Water and Sewer System, including all appurtenances, extensions and improvements thereto (the "System"), after provision has been made for reasonable and necessary expenses of operation, maintenance and administration (the "Net Revenues"), and a statutory lien thereon is hereby recognized and created.

This bond is a single, fully-registered, non-convertible bond in the principal sum indicated above issued pursuant to Ordinance No.2016-1 duly adopted by the City Council of the Issuer (the "Ordinance"), and under and in full compliance with the Constitution and statutes of the State of Michigan, including specifically Act 94, Public Acts of Michigan, 1933, as amended, for the purpose of paying the cost of acquiring and constructing improvements to the System.

For a complete statement of the revenues from which and the conditions under which this bond is payable, a statement of the conditions under which additional bonds of equal standing may hereafter be issued and the general covenants and provisions pursuant to which this bond is issued, reference is made to the Ordinance.

This bond is a self-liquidating bond, payable, both as to principal and interest, primarily from the Net Revenues of the System. The principal of and interest on this bond are secured by the statutory lien hereinbefore mentioned. As additional security, the City has pledged its limited tax full faith and credit for payment of the principal of and interest on the bonds of this issue, which includes the City's obligation to levy taxes, if necessary, within applicable constitutional, statutory and charter tax rate limitations.

The Issuer has covenanted and agreed, and does hereby covenant and agree, to fix and maintain at all times while any bonds payable from the Net Revenues of the System shall be outstanding, such rates for service furnished by the System as shall be sufficient to provide for payment of the interest upon and the principal of this bond, as and when the same shall become due and payable, and to maintain a bond redemption fund therefor, to provide for the payment of expenses of administration and operation and such expenses for maintenance of the System as are necessary to preserve the same in good repair and working order, and to provide for such other expenditures and funds for the System as are required by said ordinance.

This bond is transferable only upon the books of the Issuer by the registered owner in person or the registered owner's attorney duly authorized in writing, upon the surrender of this bond together with a written instrument of transfer satisfactory to the transfer agent, duly executed by the registered owner or the registered owner's attorney duly authorized in writing, 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 Ordinance, and upon payment of the charges, if any, therein prescribed.

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

IN WITNESS WHEREOF, the Issuer, by its City Council, has caused this bond to be executed with the manual signatures of its Mayor and its Clerk and the corporate seal to be impressed hereon, all as of the Date of Original Issue.

CITY OF LINCOLN PARK

By _____
Its Mayor

(Seal)

Countersigned:

Its _____
Clerk

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

DEQ Project No.: 5633-01
DEQ Approved Amt: \$2,000,000*

SCHEDULE A

Based on the schedule provided below unless revised as provided in this paragraph, repayment of the principal of the bond shall be made until the full amount advanced to the Issuer is repaid. In the event the Order of Approval issued by the Department of Environmental Quality (the "Order") approves a principal amount of assistance less than the amount of the bond delivered to the Authority, the Authority shall only disburse principal up to the amount stated in the Order. In the event (1) that the payment schedule approved by the Issuer and described below provides for payment of a total principal amount greater than the amount of assistance approved by the Order or (2) that less than the principal amount of assistance approved by the Order is disbursed to the Issuer by the Authority, the Authority shall prepare a new payment schedule which shall be effective upon receipt by the Issuer.

<u>Maturity Date</u>	<u>Principal Amount</u>
April 1, 2017	\$ 55,000
April 1, 2018	\$ 60,000
April 1, 2019	\$ 65,000
April 1, 2020	\$ 70,000
April 1, 2021	\$ 75,000
April 1, 2022	\$ 80,000
April 1, 2023	\$ 85,000
April 1, 2024	\$ 90,000
April 1, 2025	\$ 95,000
April 1, 2026	\$100,000
April 1, 2027	\$100,000
April 1, 2028	\$105,000
April 1, 2029	\$110,000
April 1, 2030	\$115,000
April 1, 2031	\$120,000
April 1, 2032	\$125,000
April 1, 2033	\$130,000
April 1, 2034	\$135,000
April 1, 2035	\$140,000
April 1, 2036	\$145,000

Interest on the Bond shall accrue on that portion of principal disbursed by the Authority to the Issuer pursuant to the Order from the date such portion is disbursed, until paid, at the rate of 2.50% per annum, payable October 1, 2016, and semi-annually thereafter.

The Issuer agrees that it will deposit with The Bank of New York Mellon Trust Company, N.A., or at such other place as shall be designated in writing to the City by the Authority (the "Authority's Depository") payments of the principal of, premium, if any, and interest on this Bond in immediately available funds by 12:00 noon at least five business days prior to the date on which any such payment is due whether by maturity, redemption or otherwise. In the event that the Authority's Depository has not received the City's deposit by 12:00 noon on the scheduled day, the City shall immediately pay to the Authority as invoiced by the Authority an amount to recover the Authority's administrative costs and lost investment earnings attributable to that late payment.

*Not to exceed amount. Loan reductions at close out will result in a proportional decrease.

Section 17. General Covenants. The Issuer covenants and agrees with the holders of the Bond that so long as any of the Bond remain outstanding and unpaid as to either principal or interest:

(a) The Issuer will maintain the System in good repair and working order and will operate the same efficiently and will faithfully and punctually perform all duties with reference to the System required by the Constitution and laws of the State of Michigan, the Issuer's Charter and this Ordinance.

(b) The Issuer will keep proper books of record and account separate from all other records and accounts of the Issuer, in which shall be made full and correct entries of all transactions relating to the System. The Issuer shall have an annual audit of the books of record and account of the System for the preceding operating year made each year by an independent certified public accountant. The auditor shall comment on the manner in which the Issuer is complying with the requirements of the Ordinance with respect to setting aside and investing moneys and meeting the requirements for acquiring and maintaining insurance. The audit shall be completed and so made available not later than six (6) months after the close of each operating year except as such period may be extended in conformance with the rules of the Michigan Department of Treasury.

(c) The Issuer will maintain and carry, for the benefit of the holders of the Bond, insurance on all physical properties of the System and liability insurance, of the kinds and in the amounts normally carried by municipalities engaged in the operation of Water and Sewer System, including self-insurance. All moneys received for losses under any such insurance policies shall be applied solely to the replacement and restoration of the property damaged or destroyed, and to the extent not so used, shall be used for the purpose of redeeming or purchasing Bond.

(d) The Issuer will not sell, lease or dispose of the System, or any substantial part, until all of the Bond have been paid in full, both as to principal and interest or provision made thereof as herein provided. The Issuer will operate the System as economically as possible, will make all repairs and replacements necessary to keep the System in good repair and working order, and will not do or suffer to be done any act which would affect the System in such a way as to have a material adverse effect on the security for the Bond.

(e) The Issuer will not grant any franchise or other rights to any person, firm or corporation to operate a System that will compete with the System and the Issuer will not operate a system that will compete with the System.

(f) The Issuer will cause the Project to be acquired and constructed promptly and in accordance with the plans and specification therefor.

Section 18. Additional Bonds. Except as hereinafter provided, the Issuer shall not issue Additional Bonds of equal standing with the Bond.

The right is reserved in accordance with the provisions of Act 94, to issue Additional Bonds payable from the Revenues of the System which shall be of equal standing and priority of lien with

respect to the Net Revenues of the System with the Bond but only for the following purposes and under the following terms and conditions:

(a) To complete the Project in accordance with the plans and specifications therefor. Such bonds shall not be authorized unless the engineers in charge of construction shall execute a certificate evidencing the fact that additional funds are needed to complete the Project in accordance with the plans and specifications therefor and stating the amount that will be required to complete the Project. If such certificate shall be so executed and filed with the Issuer, it shall be the duty of the Issuer to provide for and issue additional revenue bonds in the amount stated in said certificate to be necessary to complete the Project in accordance with the plans and specifications plus an amount necessary to issue such bonds or to provide for part or all of such amount from other sources.

(b) For subsequent repairs, extensions, enlargements and improvements to the System or for the purpose of refunding part of any Bond then outstanding or for both purposes and paying costs of issuing such Additional Bonds including deposits which may be required to be made to a bond reserve account, if any. Bond for such purposes shall not be issued pursuant to this subparagraph (b) unless the Adjusted Net Revenues of the System for the preceding twelve-month operating year shall be at least equal to one hundred ten percent (110%) of the maximum amount of principal and interest thereafter maturing in any operating year on the then outstanding Bond and on the Additional Bonds then being issued. If the Additional Bonds are to be issued in whole or in part for refunding outstanding Bond, the annual principal and interest requirements shall be determined by deducting from the principal and interest requirements for each operating year the annual principal and interest requirements of any Bond to be refunded from the proceeds of the Additional Bonds. For purposes of this subparagraph (b) the Issuer may elect to use as the last preceding operating year any operating year ending not more than sixteen months prior to the date of delivery of the Additional Bonds. Determination by the Issuer as to existence of conditions permitting the issuance of Additional Bonds shall be conclusive. No Additional Bonds of equal standing as to the Net Revenues of the System shall be issued pursuant to the authorization contained in this subparagraph if the Issuer shall then be in default in making its required payments to the Operation and Maintenance Account or the Redemption Account.

(c) For refunding all or a part of the outstanding Bonds and paying costs of issuing such Additional Bonds including deposits which may be required to be made to a bond reserve account, if any. No Additional Bonds shall be issued pursuant to this subsection unless the maximum amount of principal and interest maturing in any operating year after giving effect to the refunding shall be less than the maximum amount of principal and interest maturing in any operating year prior to giving effect to the refunding.

Section 19. Negotiated Sale; Application to MDEQ, Authority and the Michigan Department of Treasury; Execution of Documents. The City Council has considered the option of selling the Bond through a competitive sale and a negotiated sale and determines that it is in the best interest of the Issuer to negotiate the sale of the Bond to the Authority because the State Revolving Fund financing program provides significant savings to the Issuer compared to competitive sale in the municipal bond market. The Authorized Officers are hereby authorized to make application to the Authority and to the MDEQ

for placement of the Bond with the Authority. The actions taken by the Authorized Officers with respect to the Bond prior to the adoption of this Ordinance are ratified and confirmed. The Authorized Officers are authorized to approve, execute and deliver the Purchase Contract, the Supplemental Agreement and the Issuer's Certificate. Any Authorized Officers is further authorized to execute and deliver such contracts, documents and certificates as are necessary or advisable to qualify the Bond for the State Revolving Fund. Prior to the delivery of the Bond to the Authority, any Authorized Officer is hereby authorized to make such changes to the form of the Bond contained in Section 16 of this Ordinance as may be necessary to conform to the requirements of Act 227, Public Acts of Michigan 1985, as amended ("Act 227"), including, but not limited to changes in the principal maturity and interest payment dates and references to additional security required by Act 227. The Authorized Officers are each authorized and directed to file such applications and other documents with the Michigan Department of Treasury so as to secure approval of the issuance of the Bond from the Michigan Department of Treasury.

Section 20. Covenant Regarding Tax Exempt Status of the Bond. The Issuer shall, to the extent permitted by law, take all actions within its control necessary to maintain the exclusion of the interest on the Bond from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended, (the "Code") including, but not limited to, actions relating to any required rebate of arbitrage earnings and the expenditure and investment of Bond proceeds and moneys deemed to be Bond proceeds, and to prevent the Bond from being or becoming "private activity bonds" as that term is used in Section 141 of the Code.

Section 21. Approval of Bond Details. The Authorized Officers are each hereby authorized to adjust the final bond details set forth herein to the extent necessary or convenient to complete the transaction authorized herein, and in pursuance of the foregoing is authorized to exercise the authority and make the determinations authorized pursuant to Section 7a(1)(c) of Act 94, including but not limited to determinations regarding interest rates, prices, discounts, maturities, principal amounts, denominations, dates of issuance, interest payment dates, redemption rights, the place of delivery and payment, and other matters, provided that the principal amount of Bond issued shall not exceed the principal amount authorized in this Ordinance, the interest rate per annum on the Bond shall not exceed two and one-half percent (2.50%) per annum, and the Bond shall mature in not more than twenty (20) annual installments.

Section 22. Repeal, Savings Clause. All ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Ordinance are, to the extent of such conflict, repealed.

Section 23. Severability; Paragraph Headings; and Conflict. If any section, paragraph, clause or provision of this Ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance. The paragraph headings in this Ordinance are furnished for convenience of reference only and shall not be considered to be part of this Ordinance.

Section 24. Publication and Recordation. This Ordinance shall be published in full in *The News Herald*, a newspaper of general circulation in the Issuer qualified under State law to publish legal notices, promptly after its adoption, and shall be recorded in the Ordinance Book of the Issuer and such recording authenticated by the signatures of the Mayor and the Clerk.

Section 25. Effective Date. This Ordinance shall be effective upon its adoption and publication.

Adopted and signed this 1st day of February, 2016.

Signed *Thomas E. Karnes*
Mayor

Signed *Donna Breeding*
Clerk

I hereby certify that the foregoing constitutes a true and complete copy of an Ordinance duly adopted by the City Council of the City of Lincoln Park, County of Wayne Michigan, at a rescheduled regular meeting held on February 1, 2016 and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said meeting were kept and will be or have been made available as required by said Act.

I further certify that the following Members were present at said meeting: COUNCILPERSONS Dardzinski, DiSanto, Kandes, Kelsey, Murphy, Zelenak & MAYOR Karnes and that the following Members were absent: NONE.

I further certify that Member Murphy moved adoption of said Ordinance, and that said motion was supported by Member DiSanto.

I further certify that the following Members voted for adoption of said Ordinance: COUNCILPERSONS Dardzinski, DiSanto, Kandes, Kelsey, Murphy, Zelenak & MAYOR Karnes and that the following Members voted against adoption of said Ordinance: NONE.

I further certify that said Ordinance has been recorded in the Ordinance Book and that such recording has been authenticated by the signatures of the Mayor and the Clerk.

Donna Breeding
Clerk

25831043.2052984-00028