

Minutes of the meeting of the Economic Development Corporation of the Charter Township of Georgetown held Wednesday, April 23, 2014 at 12:00 p.m.

Meeting called to order by President Roger Burgess at 12:00 p.m.

EDC Board Members Present: Rich VanderKlok, Dale Mohr, Terri Nicol-Zdybak, Robert Powell, Roger Burgess, Vern Boss, Paul Brower, Nate Bosch

EDC Board Members Absent: Dan Erdei

Others Present: Jim White, Attorney, Mika, Meyers, Beckett & Jones
Daniel Carlton, Georgetown Township Superintendent
Steve Zuiderveen, CFO Sunset Association
Bob Schwartz, Attorney, Butzel Long

#140423-01 – Approval of the Minutes of the [March 30, 2010](#) and [April 2, 2014](#) Economic Development Corporation meetings.

Moved by Rich VanderKlok, supported by Vern Boss, to approve the minutes of the March 30, 2010 and April 2, 2014 Economic Development Corporation meetings as presented.

MOTION CARRIED UNANIMOUSLY

#140423-02 - Consideration of Bond Authorizing Resolution relating to Sunset Manor, Inc. request.

Moved by Rich VanderKlok, supported by Dale Mohr, to approve the following Bond Authorizing Resolution.

**The Economic Development Corporation
of the Township of Georgetown**

BOND AUTHORIZING RESOLUTION

A RESOLUTION AUTHORIZING THE ISSUANCE OF LIMITED OBLIGATION REVENUE REFUNDING BONDS, SERIES 2014 (SUNSET MANOR, INC. PROJECT) OF THE ECONOMIC DEVELOPMENT CORPORATION OF THE TOWNSHIP OF GEORGETOWN, MICHIGAN, FOR THE PURPOSE OF REFUNDING BONDS PREVIOUSLY ISSUED TO FINANCE PROJECTS LOCATED WITHIN THE TOWNSHIP; FOR THE MAKING OF A LOAN TO SUNSET MANOR, INC., A MICHIGAN NONPROFIT CORPORATION, IN ORDER TO PROMOTE THE ECONOMIC DEVELOPMENT OF AND PROVIDE NEEDED SERVICES AND FACILITIES TO THE TOWNSHIP; PROVIDING FOR THE PLEDGE OF REVENUES FOR THE PAYMENT OF SAID BONDS; AND AUTHORIZING AN

INDENTURE TO SECURE FURTHER THE PRINCIPAL AND INTEREST ON SUCH BONDS.

WHEREAS, The Economic Development Corporation of the Township of Georgetown (the "EDC") is a public body corporate organized and existing under and pursuant to the Constitution and laws of the State of Michigan and is authorized by Act No. 338 of the Michigan Public Acts of 1974, as amended ("Act 338"), to make loans to finance and refinance projects (as that term is defined in Act 338) to any person, firm or corporation, in order to assist and retain local industries and commercial enterprises and to strengthen and revitalize the economy of the Charter Township of Georgetown (the "Township") and the State of Michigan; and

WHEREAS, in the years 2009 and 2010 the EDC issued tax-exempt bonds (collectively, the "Prior Bonds") for the benefit of Sunset Manor, Inc., a Michigan nonprofit corporation doing business in the Township ("Sunset Manor"), to finance and refinance certain projects located in the Township; and

WHEREAS, Sunset Manor has requested the EDC to issue additional tax-exempt bonds, the proceeds of which will be applied to refund the Prior Bonds for the purpose of lowering the interest cost to Sunset Manor on and consolidating the indebtedness represented by the Prior Bonds; and

WHEREAS, in furtherance of the public purposes set forth in Act 338, the EDC is willing to assist Sunset Manor through the issuance by the EDC of its limited obligation revenue refunding bonds; and, pursuant to the authority granted by this Resolution, the EDC intends to make a loan to Sunset Manor, Inc., a Michigan nonprofit corporation ("Sunset Manor"), pursuant to a Loan Agreement (the "Loan Agreement"), dated as of April 1, 2014, between the EDC and Sunset Manor, the funds for which will be provided by the issuance and sale of the EDC's Limited Obligation Revenue Refunding Bonds, Series 2014 (Sunset Manor, Inc. Project) (the "Bonds"), as hereinafter further described; and

WHEREAS, the Bonds will be issued under an Indenture (the "Indenture"), dated as of April 1, 2014, between the EDC and The Huntington National Bank, as Depository (the "Depository"); and

WHEREAS, the Bonds will be paid from payments received by the EDC under the Loan Agreement, and the Series 2014 Note (which evidences the obligation of Sunset Manor under the Loan Agreement to pay debt service on the Bonds), and shall never constitute a general obligation or debt of the EDC or the Township within the meaning of any constitutional or statutory or charter provision or limitation; and

WHEREAS, the obligations of Sunset Manor to make payments on the Bonds will be further secured, in part, under a Master Trust Indenture (the "Master Indenture"), dated as of April 1, 2014, between Sunset Manor and Amalgamated Bank of Chicago, as Trustee (the "Master Trustee"), and pursuant to such Master Indenture Sunset Manor will execute in favor of the EDC a Series 2014-A Supplemental Master Indenture and a Direct Obligation Note, Series 2014-A (the "Series 2014-A Note"), which Series 2014-A Note contemplates, pursuant to an Endorsement and Assignment appended to the Series 2014-A Note (the "Series 2014-A Note Assignment"), that the Series 2014-A Note will be assigned to the Depository to further secure repayment on the Bonds; and

WHEREAS, on the basis of the representations of Sunset Manor, the EDC has determined that the estimated amount necessary to pay the costs of the refunding will require the issuance, sale and delivery of the Bonds in an aggregate principal amount not to exceed \$34,130,000, to be issued under the terms and conditions of this Resolution and secured by the Indenture; and

WHEREAS, there have been presented to this meeting of the EDC forms of the following documents in connection with the refunding of the Prior Bonds:

- a) The Bonds;
- b) [The Indenture](#);
- c) The [Loan Agreement](#); and
- d) The [Series 2014-A Note Assignment](#);

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of The Economic Development Corporation of the Township of Georgetown, State of Michigan, that:

1. The forms of the Bonds, the Indenture, the Loan Agreement, the Note and the Series 2014-A Note Assignment, be, and they are hereby, approved.

2. The making of the loan pursuant to the terms of the Loan Agreement by the EDC and the issuance of the Bonds by the EDC will serve the intended purposes and in all respects will conform to the provisions and requirements of Act 338.

3. The President, the Secretary or the Treasurer of the EDC, be and each of them individually is hereby severally authorized, on behalf of the EDC, at any time hereafter and without further action by or authority or direction from the Board of Directors of the EDC, to execute and deliver, in the name and on behalf of the EDC, the Loan Agreement, the Indenture and the Series 2014-A Note Assignment, in substantially the forms presented at this meeting, including such changes in or additions to such forms as the officers executing the same may determine to be necessary or advisable, and that the execution of such documents by such officers on behalf of the EDC shall be conclusive evidence of their determination in that respect.

4. The EDC shall issue, sell and deliver, as provided herein, its limited obligation revenue refunding bonds in the aggregate principal amount not to exceed \$34,130,000 pursuant to the authority of Act 338. Huntington Public Capital Corporation will be the original purchaser of the Bonds. The Bonds shall be designated The Economic Development Corporation of the Township of Georgetown Limited Obligation Revenue Refunding Bonds, Series 2014 (Sunset Manor, Inc. Project) or such other insubstantially different designation as shall be approved by the officer(s) executing the Bonds upon the advice of Bond Counsel, shall be substantially in the forms presented to this meeting, shall be dated not later than September 30, 2014, shall bear interest at a maximum rate not exceeding the maximum rate permitted by applicable law, shall mature on the date or dates not later than December 1, 2044, and shall contain such other terms and provisions as set forth in the Indenture and the form of Bonds presented at this meeting and otherwise as approved (including final principal amount, interest rate and maturity) by the officer(s) of the EDC executing the Bonds under authority of this Resolution on behalf of the EDC without further action by or authority or direction from the Board of Directors of the EDC, and the execution of such Bonds and the Indenture by such officers on behalf of the EDC shall be conclusive evidence of their determination in that respect.

5. The President, the Treasurer or the Secretary of the EDC be, and each of them individually is hereby severally authorized, on behalf of the EDC, at any time hereafter and without further action by or authority or direction from the Board of Directors of the EDC, to execute (by manual or facsimile signature) and deliver the Bonds in substantially the forms presented at this meeting, including such changes in or additions to such forms as the officers executing the same may determine to be necessary or advisable, and

#140423-05 – Adjournment

The meeting was adjourned.