

**BLACKMAN CHARTER TOWNSHIP  
COUNTY OF JACKSON**

At a regular meeting of the Township Board of the Charter Township of Blackman, County of Jackson, Michigan (the "Township"), held on May 20, 2019.

PRESENT: P. Jancek, Supervisor, S. Sercombe, Clerk, P. Preston, Treasurer, and Trustees, M. Ambs, S. Pack, M. Thomas and B. Williams

ABSENT: None

**BOND RESOLUTION  
#10-2019-0520**

The following resolution was offered by P. Jancek, Supervisor and seconded by

S. Sercombe, Clerk:

WHEREAS, at an election held in the Township on November 6, 2018, a majority of the qualified electors of the Township voting on a township road improvements contract and bond proposition authorized the Township Board (i) to enter into a contract with the County of Jackson (the "County") to provide for the acquisition, construction and improving of highways within the Township, consisting of local public roads within the Township and (ii) to pay its allocable share of the cost of any such local public road improvements from the proceeds of the sale of general obligation bonds of the Township; and

WHEREAS, the Township and the County have entered into the Local Road Maintenance and Improvement Agreement dated as of April 15, 2019 (the "Contract") with respect to the local public road improvements; and

WHEREAS, this Township Board has determined that it is in the best interest of the Township to issue bonds in the amount of not to exceed \$18,985,000 to pay the Township's allocable share of the cost of the local public road improvements constructed pursuant to the Contract (the "Project") from the proceeds of the sale of general obligation bonds of the Township.

THEREFORE, BE IT RESOLVED by the Township Board of the Charter Township of Blackman, Michigan, as follows:

1. AUTHORIZATION OF BONDS – PURPOSE. Bonds of the Township aggregating the principal sum to be determined by the Authorized Officer (as hereinafter defined) but not in excess of Eighteen Million Nine Hundred Eighty-Five Thousand Dollars (\$18,985,000) shall be issued and sold for the purpose of paying the Township's allocable share of the cost of the Project, including the cost of issuing the bonds. As used in this Bond Resolution, "Authorized Officer" shall mean the Supervisor of the Township.

2. BOND DETAILS. The bonds shall be designated "General Obligation Unlimited Tax Bonds, Series 2019"; shall be dated the date of their delivery; shall be numbered from 1 upwards; shall be fully registered; shall be in the denomination of \$5,000 each or any integral multiple thereof not exceeding the aggregate principal amount for each maturity at the option of the purchaser thereof; shall bear interest at a rate or rates not exceeding 6% per annum to be determined upon the sale thereof and payable semiannually on such dates as shall be determined by order of the Authorized Officer; and shall be serial and/or term bonds and mature on such dates and in such amounts as shall be determined by order of the Authorized Officer; provided, however, that the final principal maturity of the bonds shall be not later than May 1, 2036. If the original purchaser of the bonds shall designate certain of the bonds as term bonds, the principal maturities of the bonds shall become mandatory redemption requirements in accordance with the provisions

of Section 6 and the form of bond set forth in Section 10. If requested by the original purchaser of the bonds and determined by the Authorized Officer, the bonds may be issued in the form of a single bond with an exhibit containing the principal maturity amounts and applicable interest rates and due dates.

3. PAYMENT OF PRINCIPAL AND INTEREST. The principal of and interest on the bonds shall be payable in lawful money of the United States. Principal shall be payable upon presentation and surrender of the bonds to the bond registrar and paying agent as they severally mature; provided, however, the Authorized Officer may determine by order that presentation and surrender of the bonds to the bond registrar and paying agent are not required for payment of some or all of the principal installments, and in such case such principal installments shall be paid to the registered owner of the bonds as shown on the registration books. Interest shall be paid to the registered owner of each bond as shown on the registration books at the close of business on the 15<sup>th</sup> day of the calendar month preceding the month in which the interest payment is due. Interest shall be paid when due by check or draft drawn upon and mailed by the bond registrar and paying agent to the registered owner at the registered address.

4. BOOK-ENTRY SYSTEM. Initially, one fully-registered bond for each maturity, in the aggregate amount of such maturity, shall be issued in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC") for the benefit of other parties (the "Participants") in the book-entry-only transfer system of DTC. In the event the Township determines that it is in the best interest of the Township not to continue the book-entry system of transfer or that the interests of the holders of the bonds might be adversely affected if the book-entry system of transfer is continued, the Township may notify DTC and the bond registrar and paying agent, whereupon DTC will notify the Participants of the availability through DTC of bond certificates. In such event, the bond registrar and paying agent shall deliver, transfer and exchange bond certificates as

requested by DTC and any Participant or "beneficial owner" in appropriate amounts in accordance with this resolution. DTC may determine to discontinue providing its services with respect to the bonds at any time by giving notice to the Township and the bond registrar and paying agent and discharging its responsibilities with respect thereto under applicable law or the Township may determine that DTC is incapable of discharging its duties and may so advise DTC. In either such event, the Township shall use reasonable efforts to locate another securities depository. Under such circumstances (if there is no successor securities depository), the Township and the bond registrar and paying agent shall be obligated to deliver bond certificates in accordance with the procedures established by this resolution. In the event bond certificates are issued, the provisions of this resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of and interest on such certificates. Whenever DTC requests the Township and the bond registrar and paying agent to do so, the Township and the bond registrar and paying agent shall cooperate with DTC in taking appropriate action after reasonable notice to make available one or more separate certificates evidencing the bonds to any Participant having bonds credited to its DTC account or to arrange for another securities depository to maintain custody of certificates evidencing the bonds.

Notwithstanding any other provision of this resolution to the contrary, so long as any bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of, interest on and redemption premium, if any, on the bonds and all notices with respect to the bonds shall be made and given, respectively, to DTC. The Authorized Officer is authorized to sign the Blanket Issuer Letter of Representations on behalf of the Township in such form as such official deems necessary or appropriate in order to accomplish the issuance of the bonds in accordance with law and this resolution.

Notwithstanding any other provision of this resolution to the contrary, if the Authorized Officer deems it to be in the best interest of the Township, the bonds shall not initially be issued through the book-entry-only transfer system of DTC.

5. OPTIONAL REDEMPTION. The bonds shall be subject to optional redemption prior to maturity upon such terms and conditions as shall be determined by order of the Authorized Officer.

6. MANDATORY PRIOR REDEMPTION. If any of the bonds are designated by the original purchaser as term bonds, such bonds shall be subject to mandatory prior redemption at par and accrued interest in accordance with the maturity schedule determined by the Authorized Officer and upon the terms and conditions set forth in the form of bond contained in Section 10 hereof. The bonds to be redeemed shall be selected by lot.

7. BOND REGISTRAR AND PAYING AGENT. The Township Treasurer shall designate, and may enter into an agreement with, a bond registrar and paying agent for the bonds that shall be a bank or trust company located in the State of Michigan that is qualified to act in such capacity under the laws of the United States of America or the State of Michigan. The Township Treasurer may from time to time as required designate a similarly qualified successor bond registrar and paying agent. Alternatively, the Township Treasurer may serve as bond registrar and paying agent for the bonds if the Authorized Officer determines it is in the best interest of the Township.

8. EXECUTION, AUTHENTICATION AND DELIVERY OF BONDS. The bonds shall be executed in the name of the Township by the manual or facsimile signatures of the Supervisor and the Clerk and authenticated by the manual signature of an authorized representative

of the bond registrar and paying agent, and the seal of the Township (or a facsimile thereof) shall be impressed or imprinted on the bonds. After the bonds have been executed and authenticated for delivery to the original purchaser thereof, they shall be delivered by the Authorized Officer to the purchaser upon receipt of the purchase price. Additional bonds bearing the manual or facsimile signatures of the Supervisor and the Clerk and upon which the seal of the Township (or a facsimile thereof) is impressed or imprinted may be delivered to the bond registrar and paying agent for authentication and delivery in connection with the exchange or transfer of bonds. The bond registrar and paying agent shall indicate on each bond the date of its authentication.

9.     EXCHANGE AND TRANSFER OF BONDS. Any bond, at the option of the registered owner thereof and upon surrender thereof to the bond registrar and paying agent with a written instrument of transfer satisfactory to the bond registrar and paying agent duly executed by the registered owner or his duly authorized attorney, may be exchanged for bonds of any other authorized denominations of the same aggregate principal amount and maturity date and bearing the same rate of interest as the surrendered bond.

Each bond shall be transferable only upon the books of the Township, which shall be kept for that purpose by the bond registrar and paying agent, upon surrender of such bond together with a written instrument of transfer satisfactory to the bond registrar and paying agent duly executed by the registered owner or his duly authorized attorney.

Upon the exchange or transfer of any bond, the bond registrar and paying agent on behalf of the Township shall cancel the surrendered bond and shall authenticate and deliver to the transferee a new bond or bonds of any authorized denomination of the same aggregate principal amount and maturity date and bearing the same rate of interest as the surrendered bond. If, at the time the bond registrar and paying agent authenticates and delivers a new bond pursuant to this

section, payment of interest on the bonds is in default, the bond registrar and paying agent shall endorse upon the new bond the following: "Payment of interest on this bond is in default. The last date to which interest has been paid is [insert applicable date]."

The Township and the bond registrar and paying agent may deem and treat the person in whose name any bond shall be registered upon the books of the Township as the absolute owner of such bond, whether such bond shall be overdue or not, for the purpose of receiving payment of the principal of and interest on such bond and for all other purposes, and all payments made to any such registered owner, or upon his order, in accordance with the provisions of section 3 of this resolution shall be valid and effectual to satisfy and discharge the liability upon such bond to the extent of the sum or sums so paid, and neither the Township nor the bond registrar and paying agent shall be affected by any notice to the contrary. The Township agrees to indemnify and save the bond registrar and paying agent harmless from and against any and all loss, cost, charge, expense, judgment or liability incurred by it, acting in good faith and without negligence hereunder, in so treating such registered owner.

For every exchange or transfer of bonds, the Township or the bond registrar and paying agent may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer.

10. FORM OF BONDS. The bonds shall be in substantially the following form with such necessary and appropriate changes as are permitted or required hereby and are approved by those officers executing the bonds, and the execution thereof by such officers shall constitute conclusive evidence of such approval:

UNITED STATES OF AMERICA  
STATE OF MICHIGAN  
COUNTY OF JACKSON  
CHARTER TOWNSHIP OF BLACKMAN  
GENERAL OBLIGATION UNLIMITED TAX BOND, SERIES 2019

INTEREST RATE      MATURITY DATE      DATE OF ORIGINAL ISSUE      CUSIP

\_\_\_\_\_, 2019

Registered Owner:

Principal Amount:

The Charter Township of Blackman, County of Jackson, State of Michigan (the "Township"), acknowledges itself indebted to and for value received hereby promises to pay to the Registered Owner identified above, or registered assigns, the Principal Amount set forth above on the Maturity Date specified above, unless redeemed prior thereto as hereinafter provided, upon presentation and surrender of this bond at the corporate trust office of \_\_\_\_\_, \_\_\_\_\_, Michigan, the bond registrar and paying agent, or at such successor bond registrar and paying agent as may be designated pursuant to the Resolution (as hereinafter defined), and to pay to the Registered Owner, as shown on the registration books at the close of business on the 15<sup>th</sup> day of the calendar month preceding the month in which an interest payment is due, by check or draft drawn upon and mailed by the bond registrar and paying agent by first class mail postage prepaid to the Registered Owner at the registered address, interest on such Principal Amount until the Township's obligation with respect to the payment of such Principal Amount is discharged, at the rate per annum specified above. Interest is payable on the first day of \_\_\_\_\_ and \_\_\_\_\_ in each year, commencing on \_\_\_\_\_ 1, 20\_\_\_. Principal and interest are payable in lawful money of the United States of America. Interest shall be computed on the basis of a 360-day year of twelve 30-day months.

This bond is one of a series of bonds aggregating the principal sum of \_\_\_\_\_ Dollars (\$\_\_\_\_\_) issued by the Township under and pursuant to and in full conformity with the Constitution and Statutes of Michigan and a bond authorizing resolution adopted by the Township Board of the Township (the "Resolution") for the purpose of financing part of the cost of the acquisition, construction and improvement of local public roads in the Township. The issuance of the bonds was approved at an election held in the Township on November 6, 2018, by a majority of the qualified electors of the Township voting on the question. The full faith and credit of the Township have been pledged for the prompt payment of the principal of and interest on this bond. The Township is required to levy annually such ad valorem taxes as may be necessary to pay such principal and interest as the same shall become



due. Taxes levied by the Township for the payment of the principal of and interest on this bond are not subject to limitation as to rate or amount.

This bond is transferable, as provided in the Resolution, only upon the books of the Township kept for that purpose by the bond registrar and paying agent, upon the surrender of this bond together with a written instrument of transfer satisfactory to the bond registrar and paying agent duly executed by the Registered Owner or his attorney duly authorized in writing. Upon the exchange or transfer of this bond a new bond or bonds of any authorized denomination, in the same aggregate principal amount and of the same interest rate and maturity, shall be authenticated and delivered to the transferee in exchange therefor as provided in the Resolution, and upon payment of the charges, if any, therein provided. Bonds so authenticated and delivered shall be in the denomination of \$5,000 or any integral multiple thereof not exceeding the aggregate principal amount for each maturity.

The bond registrar and paying agent shall not be required to transfer or exchange bonds or portions of bonds which have been selected for redemption.

#### MANDATORY PRIOR REDEMPTION

Bonds maturing in the year \_\_\_\_ are subject to mandatory prior redemption at par and accrued interest as follows:

Redemption Date	Principal Amount of Bonds to be Redeemed
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Bonds or portions of bonds to be redeemed by mandatory redemption shall be selected by lot.

(REPEAT IF MORE THAN ONE TERM BOND)

#### OPTIONAL PRIOR REDEMPTION

Bonds maturing prior to \_\_\_\_\_ 1, 20\_\_, are not subject to redemption prior to maturity. Bonds maturing on and after \_\_\_\_\_ 1, 20\_\_, are subject to redemption prior to maturity at the option of the Township, in such order as shall be determined by the Township, on any date on and after \_\_\_\_\_ 1, 20\_\_. Bonds of a denomination greater than \$5,000 may be partially redeemed in the amount of \$5,000 or any integral multiple thereof. If less than all of the bonds maturing in any year are to be redeemed, the bonds or portions of bonds to be redeemed shall be selected by lot. The redemption price shall be the par value of the bond or portion of the bond called to be redeemed plus interest to the date fixed for redemption.

Not less than thirty nor more than sixty days' notice of redemption shall be given by first-class mail to the registered owners of bonds called to be redeemed at their registered addresses. Failure to receive notice of redemption shall not affect the proceedings for redemption. Bonds or portions of bonds called for redemption shall not bear interest after the date fixed for redemption, provided funds are on hand with the bond registrar and paying agent to redeem the same.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of the bonds of this series, existed, have happened and have been performed in due time, form and manner as required by law, and that the total indebtedness of the Township, including the series of bonds of which this bond is one, does not exceed any constitutional, statutory or charter limitation.

IN WITNESS WHEREOF, the Charter Township of Blackman, Michigan, by its Township Board, has caused this bond to be executed in its name by manual or facsimile signatures of the Supervisor and Clerk and its corporate seal (or a facsimile thereof) to be impressed or imprinted hereon. This bond shall not be valid unless the Certificate of Authentication has been manually executed by an authorized representative of the bond registrar and paying agent.

CHARTER TOWNSHIP OF BLACKMAN

[SEAL]

By: Peter Jancek  
Its: Supervisor, Peter Jancek

And: Shelly Sercombe  
Its: Clerk, Shelly Sercombe

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within mentioned Resolution.

\_\_\_\_\_  
Bond Registrar and Paying Agent

By: \_\_\_\_\_  
Authorized Representative

AUTHENTICATION DATE:

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_  
(please print or type name, address and taxpayer identification number of transferee) the within  
bond and all rights thereunder and hereby irrevocably constitutes and appoints  
\_\_\_\_\_  
attorney to transfer the within bond on the books kept for registration thereof, with full power of  
substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed: \_\_\_\_\_

Signature(s) must be guaranteed by an eligible guarantor institution participating in a  
Securities Transfer Association recognized signature guarantee program.

[END OF FORM OF BOND]

11. SECURITY. There shall be levied upon all taxable property in the Township upon  
the tax roll for each year while any of the bonds shall be outstanding, an amount such that the  
estimated collections therefrom will be sufficient to pay promptly at maturity the principal and  
interest maturing on the bonds prior to the time of the following fiscal year's tax collections. Taxes  
required to be levied to pay principal of and interest on the bonds shall not be subject to limitation  
as to rate or amount. The proceeds of such taxes (both current and delinquent) shall be deposited  
as collected into a Principal and Interest Fund that shall be established for the bonds, and until the  
principal of and the interest on the bonds are paid in full, such proceeds shall be used only for  
payment of such principal and interest.

12. PRINCIPAL AND INTEREST FUND. There shall be established for the bonds a Principal and Interest Fund which shall be kept in a separate bank account. From the proceeds of the sale of the bonds there shall be set aside in the Principal and Interest Fund premium and accrued interest received from the purchaser of the Bonds at the time of delivery of the same in such amounts as determined by the Authorized Officer. All payments made by the Township pursuant to section 11 of this resolution are pledged for payment of the principal of and interest on the bonds and as made shall be placed in the Principal and Interest Fund.

13. ESTIMATES OF PERIOD OF USEFULNESS AND COST. The estimated period of usefulness of the Project for which the bonds are to be issued is hereby determined to be seventeen (17) years and upwards, and the estimated cost of the Project in the amount of \$26,775,032 as submitted to the Township Board is hereby approved and adopted.

14. USE OF BOND PROCEEDS – CONSTRUCTION FUND. The remainder of the proceeds of the sale of the bonds not deposited in the Principal and Interest Fund pursuant to section 12 of this resolution shall be set aside in a construction fund and used to pay the costs of issuing the bonds and to acquire and construct the Project.

15. TAX COVENANT. The Township covenants to comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code") necessary to assure that the interest on the bonds will be and will remain excludable from gross income for federal income tax purposes.

16. NOT QUALIFIED TAX-EXEMPT OBLIGATIONS. The bonds are not designated as "Qualified Tax-Exempt Obligations" as described in Section 265(b)(3)(B) of the Code.

17. DEFEASANCE. In the event cash or direct obligations of the United States or obligations the principal of and interest on which are guaranteed by the United States, or a combination thereof, the principal of and interest on which, without reinvestment, come due at times and in amounts sufficient to pay, at maturity or irrevocable call for earlier optional redemption, the principal of, redemption premium, if any, and interest on the bonds, or any portion thereof, shall have been deposited in trust, this resolution shall be defeased with respect to such bonds, and the owners of the bonds shall have no further rights under this resolution except to receive payment of the principal of, redemption premium, if any, and interest on the bonds from the cash or securities deposited in trust and the interest and gains thereon and to transfer and exchange bonds as provided herein.

18. REPLACEMENT OF BONDS. Upon receipt by the Treasurer of proof of ownership of an unmatured bond, of satisfactory evidence that the bond has been lost, apparently destroyed or wrongfully taken and of security or indemnity that complies with applicable law and is satisfactory to the Treasurer, the Treasurer may authorize the bond registrar and paying agent to deliver a new executed bond to replace the bond lost, apparently destroyed or wrongfully taken in compliance with applicable law. In the event an outstanding matured bond is lost, apparently destroyed or wrongfully taken, the Treasurer may authorize the bond registrar and paying agent to pay the bond without presentation upon the receipt of the same documentation required for the delivery of a replacement bond. The bond registrar and paying agent, for each new bond delivered or paid without presentation as provided above, shall require the payment of expenses, including counsel fees, which may be incurred by the bond registrar and paying agent and the Township in the premises. Any bond delivered pursuant to the provisions of this section in lieu of any bond lost, apparently destroyed or wrongfully taken shall be of the same form and tenor and be secured in the same manner as the bond in substitution for which such bond was delivered.

19. APPROVAL OF DEPARTMENT OF TREASURY. The issuance and sale of the bonds is subject to approval being granted therefor by the Department of Treasury of the State of Michigan in accordance with Act No. 34, Public Acts of Michigan, 2001, as amended, if the Township is unable to obtain qualified status from the Department of Treasury. The Authorized Officer is hereby authorized to file with the Department of Treasury, if necessary, an application for approval with respect to the bonds and pay such fees and request such waivers and exemptions as may be necessary or desirable in connection with the filing.

20. SALE, ISSUANCE, DELIVERY, TRANSFER AND EXCHANGE OF BONDS. The Authorized Officer is authorized to set the time and date for the sale of the bonds in accordance with the notice of sale set forth in section 22 hereof. After the receipt of bids, the Authorized Officer, if determined that it is in the best interest of the Township to do so, shall enter an order awarding the bonds to the bidder whose bid produces the lowest interest cost in accordance with the notice of sale. Alternatively, if determined to be in the best interest of the Township, the Authorized Officer is authorized to reject all bids and negotiate the terms of sale with a purchaser as determined by the Authorized Officer. The Supervisor, the Clerk, the Treasurer and other officers and employees of the Township are authorized to do all things necessary to effectuate the sale, issuance, delivery, transfer and exchange of bonds in accordance with this resolution.

21. OFFICIAL STATEMENT; CONTINUING DISCLOSURE: The Authorized Officer is hereby authorized to cause the preparation of a preliminary official statement and a final official statement for the bonds for the purpose of enabling compliance with SEC Rule 15c2-12 (the "Rule") by the successful bidder or bidders and to do all other things necessary to enable compliance with the Rule by the successful bidder or bidders. After the award of the bonds, the Township shall provide, on a timely basis and in reasonable quantity as requested by the successful

bidder or bidders to enable the successful bidder or bidders to comply with paragraph (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board.

The Authorized Officer is hereby authorized to execute and deliver in the name of and on behalf of the Township (i) a certificate of the Township to comply with the requirement for a continuing disclosure undertaking of the Township pursuant to subsection (b)(5) or (d)(2) of the Rule, as applicable, and (ii) amendments to such certificate from time to time in accordance with the terms of such certificate (the certificate and any amendments thereto are collectively referred to herein as the "Continuing Disclosure Certificate"). The Township hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. The remedies for any failure of the Township to comply with or carry out the provisions of the Continuing Disclosure Certificate shall be as set forth therein.

22. NOTICE OF SALE. The Notice of Sale for the bonds shall be published in accordance with law in *The Bond Buyer* and shall be in substantially the following form:

OFFICIAL NOTICE OF SALE

\$ \_\_\_\_\_ \*

\*(subject to adjustment as described below)

CHARTER TOWNSHIP OF BLACKMAN, COUNTY OF JACKSON, STATE OF  
MICHIGAN

GENERAL OBLIGATION UNLIMITED TAX BONDS, SERIES 2019

SEALED BIDS for the purchase of the above bonds will be received by the undersigned at the office of Bendzinski & Co., Municipal Finance Advisors, 17000 Kercheval Avenue, Suite 230, Grosse Pointe, Michigan 48230, on \_\_\_\_\_, the \_\_\_\_ day of \_\_\_\_\_, 2019, until \_\_\_\_\_.m., Eastern Daylight Time, at which time and place said bids will be publicly opened and read. Signed bids may be submitted by fax at (313) 961-8220, but no bid will be received after the time for receiving bids specified above and the bidder bears all risks of transmission failure.



IN THE ALTERNATIVE: Bids may be submitted electronically via PARITY pursuant to this Notice on the same date and until the same time, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice, the terms of this Notice shall control. For further information about PARITY, potential bidders may contact Bendzinski & Co. at (313) 961-8222 or PARITY at (212) 849-5021.

BOND DETAILS: The bonds will be fully registered bonds of the denomination of \$5,000 each or any integral multiple thereof not exceeding the aggregate principal amount for each maturity at the option of the purchaser thereof, dated the date of their delivery, and will bear interest from their date payable on \_\_\_\_\_ 1, 20\_\_, and semiannually thereafter.

The bonds will mature on the first day of \_\_\_\_\_ as follows (provided, however, that the amounts set forth below may be adjusted as described under “ADJUSTMENT IN PRINCIPAL AMOUNT” herein):

<u>YEAR</u>	<u>AMOUNT</u>	<u>YEAR</u>	<u>AMOUNT</u>
2020		2029	
2021		2030	
2022		2031	
2023		2032	
2024		2033	
2025		2034	
2026		2035	
2027		2036	
2028			

TERM BOND OPTION: Bidders shall have the option of designating bonds as serial bonds or term bonds, or both. The bid must designate whether each of the principal amounts shown above for the years 20\_\_ through final maturity represents a serial maturity or a mandatory redemption requirement for a term bond maturity. There may be more than one term bond designated. In any event, the above principal amount scheduled for the years 20\_\_ through final maturity shall be represented by either serial bond maturities or mandatory redemption requirements, or a combination of both. Any such designation must be made at the time bids are submitted.

PRIOR REDEMPTION:

A. MANDATORY REDEMPTION. Bonds designated as term bonds shall be subject to mandatory redemption at par and accrued interest on the dates and in the amounts corresponding to the annual principal maturities hereinbefore set forth. The bonds or portions of bonds to be redeemed shall be selected by lot.

B. OPTIONAL REDEMPTION. Bonds maturing prior to \_\_\_\_\_ 1, 20\_\_, are not subject to redemption prior to maturity. Bonds maturing on and after \_\_\_\_\_ 1, 20\_\_, are subject to redemption prior to maturity, at the option of the Township, in such order as determined by the

Township, in whole or in part, on any date, on or after \_\_\_\_\_ 1, 20\_\_, in integral multiples of \$5,000 and by lot within a maturity, at the par value of the bond or portion of the bond called to be redeemed, plus accrued interest to the redemption date.

C. NOTICE OF REDEMPTION. Not less than thirty nor more than sixty days' notice of redemption shall be given by first class mail to the registered owner at the registered address. Failure to receive notice of redemption shall not affect the validity of the proceedings for redemption. Bonds or portions of bonds called for redemption shall not bear interest after the redemption date; provided, funds are on hand with the bond registrar and paying agent to redeem the bonds called for redemption.

INTEREST RATE AND BIDDING DETAILS: The bonds shall bear interest at a rate or rates not exceeding 6% per annum, to be fixed by the bids therefor. The interest on any one bond shall be at one rate only and all bonds maturing in any one year must carry the same interest rate. The difference between the highest and lowest interest rates on the bonds shall not exceed two percentage points. No proposal for the purchase of less than all of the bonds or at a price less than 99% of their par value will be considered.

BOOK-ENTRY-ONLY: It is anticipated that the bonds will be issued in book-entry-only form as one fully-registered bond per maturity and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the bonds. Purchase of the bonds will be made in book-entry-only form, in the denomination of \$5,000 or any multiple thereof. However, the bonds will not be issued in book-entry form if the purchaser is willing to accept physical delivery of the bonds in denominations equal to the aggregate principal amount for each maturity and, if necessary, transfer the bonds only in such denominations. If requested by the purchaser of the bonds and determined by an authorized officer of the Township, the bonds may be issued in the form of a single bond with an exhibit containing the principal maturity amounts and applicable interest rates and due dates. Purchasers will not receive certificates representing their interest in bonds purchased. The book-entry-only system is described further in the preliminary official statement for the bonds.

BOND REGISTRAR AND PAYING AGENT: Except as otherwise provided herein, the bonds shall be payable as to principal in lawful money of the United States upon surrender thereof at the corporate trust office of \_\_\_\_\_, \_\_\_\_\_, Michigan, the bond registrar and paying agent. Interest shall be paid to the registered owner of each bond as shown on the registration books at the close of business on the 15<sup>th</sup> day of the calendar month preceding the month in which the interest payment is due. Interest shall be paid when due by check or draft drawn upon and mailed by the bond registrar and paying agent to the registered owner at the registered address. As long as DTC, or its nominee Cede & Co., is the registered owner of the bonds, payments will be made directly to such registered owner. Disbursement of such payments to DTC participants is the responsibility of DTC and disbursement of such payments to the beneficial owners of the bonds is the responsibility of DTC participants and indirect participants as described in the preliminary official statement for the bonds. The Township from time to time as required may designate a successor bond registrar and paying agent.

PURPOSE AND SECURITY: Issuance of the bonds was approved by the electors of the Township at an election held on November 6, 2018. The bonds are to be issued for the purpose of defraying part of the cost of the acquisition, construction and improving of local public roads in the Township. The full faith and credit of the Township have been pledged for the payment of the principal of and interest on the bonds and the Township is authorized and required to levy such ad valorem taxes as may be necessary for the payment of such principal and interest, which taxes may be imposed without limitation as to rate or amount.

ADJUSTMENT IN PRINCIPAL AMOUNT: Following receipt of bids and prior to final award, the Township reserves the right to decrease the principal amount of the bonds. Such adjustment, if necessary, will be made in increments of \$5,000, and may be made in one or more maturities. The purchase price will be adjusted proportionately to the decrease in the principal amount of the bonds, but the interest rates specified by the successful bidder will not change. The successful bidder may not withdraw its bid as a result of any changes made as provided in this paragraph.

GOOD FAITH: A good faith deposit in the form of a certified or cashier's check drawn upon an incorporated bank or trust company, or wire transfer, in the amount of 1% of the principal amount of the Bonds and payable to the order of the Township Treasurer will be required of the successful bidder. If a check is used, it must accompany the bid. If a wire transfer is used, the successful bidder is required to wire its good faith deposit to the Township not later than Noon, Eastern Daylight Time, on the next business day following the sale using the wire instructions provided by the Township's Municipal Advisor (defined below). The good faith deposit will be applied to the purchase price of the bonds. In the event the purchaser fails to honor its accepted bid, the good faith deposit will be retained by the Township. No interest shall be allowed on the good faith deposit, and checks of the unsuccessful bidders will be promptly returned to such bidder's representative or by registered mail. The good faith check of the successful bidder will be cashed and payment for the balance of the purchase price of the bonds shall be made at the closing.

AWARD OF BONDS: The bonds will be awarded to the bidder whose bid produces the lowest true interest cost to the Township. True interest cost shall be computed by determining the annual interest rate (compounded semiannually) necessary to discount the debt service payments on the bonds from the payment dates thereof to \_\_\_\_\_, 2019, and to the price bid.

LEGAL OPINION: Bids shall be conditioned upon the approving opinion of Dickinson Wright PLLC, attorneys of Detroit, Michigan, the original of which will be furnished without expense to the Purchaser at the delivery of the bonds. The fees of Dickinson Wright PLLC for services rendered in connection with such approving opinion are expected to be paid from bond proceeds. Except to the extent necessary to issue its approving opinion as to the validity of the above bonds, Dickinson Wright PLLC has made no inquiry as to any financial information, statements or material contained in any financial documents, statements or materials that have been or may be furnished in connection with the authorization, issuance or marketing of the bonds and, accordingly, will not express any opinion with respect to the accuracy or completeness of any such financial information, statements or materials.

TAX MATTERS: The approving opinion will include an opinion to the effect that under existing law as enacted and construed on the date of the initial delivery of the bonds, the interest on the

bonds is excluded from gross income for federal income tax purposes. Interest on the bonds is not an item of tax preference for purposes of the federal alternative minimum tax. The opinion set forth above will be subject to the condition that the Township comply with all requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be satisfied subsequent to the issuance of the bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the bonds to be included in gross income retroactive to the date of issuance of the bonds. The Township has covenanted to comply with all such requirements. The opinion will express no opinion regarding other federal tax consequences arising with respect to the bonds.

If the successful bidder will obtain a municipal bond insurance policy or other credit enhancement for the bonds in connection with their original issuance, the successful bidder will be required, as a condition of delivery of the bonds, to certify that the premium therefor will be less than the present value of the interest expected to be saved as a result of such insurance or other credit enhancement. The form of an acceptable certificate will be provided by bond counsel.

In addition, the approving opinion will include an opinion to the effect that under existing law as enacted and construed on the date of the initial delivery of the bonds, the bonds and the interest thereon are exempt from all taxation by the State of Michigan or a political subdivision thereof, except estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

ISSUE PRICE: The winning bidder shall assist the Township in establishing the issue price of the bonds and shall execute and deliver to the Township at Closing an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the bonds, together with the supporting pricing wires or equivalent communications, substantially in the form provided by Bond Counsel, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the Township and Bond Counsel. All actions to be taken by the Township under this Notice of Sale to establish the issue price of the bonds may be taken on behalf of the Township by the Township's Municipal Advisor identified herein and any notice or report to be provided to the Township may be provided to the Township's Municipal Advisor.

The Township intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the bonds) will apply to the initial sale of the bonds (the "competitive sale requirements") because:

- (1) the Township is disseminating this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the Township anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

- (4) the Township anticipates awarding the sale of the bonds to the bidder who submits a firm offer to purchase the bonds at the lowest true interest cost, as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the bonds, as specified in the bid.

In the event that competitive sale requirements are satisfied, the winning bidder shall be expected to certify as to the reasonably expected initial offering price of the bonds to the public.

In the event that the competitive sale requirements are not satisfied, the Township shall so advise the winning bidder. The Township shall treat (i) the first price at which 10% of a maturity of the bonds (the "10% test") is sold to the public as of the sale date as the issue price of that maturity and (ii) the initial offering price to the public as of the sale date of any maturity of the bonds not satisfying the 10% test as of the sale date as the issue price of that maturity (the "hold-the-offering-price rule"), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity). The winning bidder shall advise the Township if any maturity of the bonds satisfies the 10% test as of the date and time of the award of the bonds. Any maturity of the bonds (and if different interest rates apply within a maturity, to each separate CUSIP number within that maturity) that does not satisfy the 10% test as of the date and time of the award of the bonds shall be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that any maturity of the bonds is subject to the hold-the-offering-price rule. Bidders should prepare their bids on the assumption that some or all of the maturities of the bonds will be subject to the hold-the-offering-price rule in order to establish the issue price of the bonds.

By submitting a bid, each bidder confirms that, except as otherwise provided in its bid, it has an established industry reputation for underwriting new issuances of municipal bonds, and, further, the winning bidder shall (i) confirm that the underwriters have offered or will offer the bonds to the public on or before the date of award at the offering price or prices (the "initial offering price"), or at the corresponding yield or yields, set forth in the bid submitted by the winning bidder and (ii) agree, on behalf of the underwriters participating in the purchase of the bonds, that the underwriters will neither offer nor sell unsold bonds of any maturity to which the hold-the-offering-price rule shall apply to any person at a price that is higher than the initial offering price to the public during the period starting on the sale date and ending on the earlier of the following:

- (1) the close of the fifth (5<sup>th</sup>) business day after the sale date; or
- (2) the date on which the underwriters have sold at least 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public.

The winning bidder shall promptly advise the Township when the underwriters have sold 10% of that maturity of the bonds to the public at a price that is no higher than the initial offering price to the public, if that occurs prior to the close of the fifth (5<sup>th</sup>) business day after the sale date.

The Township acknowledges that, in making the representation set forth above, the winning bidder will rely on (i) the agreement of each underwriter to comply with the hold-the-offering-price rule, as set forth in an agreement among underwriters and the related pricing wires, (ii) in the event a selling group has been created in connection with the initial sale of the bonds to the public, the agreement of each dealer who is a member of the selling group to comply with the hold-the-offering-price rule, as set forth in a selling group agreement and the related pricing wires, and (iii) in the event that an underwriter is a party to a retail distribution agreement that was employed in connection with the initial sale of the bonds to the public, the agreement of each broker-dealer that is a party to such agreement to comply with the hold-the-offering-price rule, as set forth in the retail distribution agreement and the related pricing wires. The Township further acknowledges that each underwriter shall be solely liable for its failure to comply with its agreement regarding the hold-the-offering-price rule and that no underwriter shall be liable for the failure of any other underwriter, or of any dealer who is a member of a selling group, or of any broker-dealer that is a party to a retail distribution agreement to comply with its corresponding agreement regarding the hold-the-offering-price rule as applicable to the bonds.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to comply with the hold-the-offering-price rule if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to comply with the hold-the-offering-price rule if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

Sales of any bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

- (i) "public" means any person other than an underwriter or a related party,
- (ii) "underwriter" means (A) any person that agrees pursuant to a written contract with the Township (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the bonds to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the bonds to the public),
- (iii) a purchaser of any of the bonds is a "related party" to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (A) at

least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (B) more than 50% common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (C) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

- (iv) "sale date" means the date that the bonds are awarded by the Township to the winning bidder.

OFFICIAL STATEMENT: A copy of the Township's preliminary official statement relating to the bonds may be obtained by contacting Township's Municipal Advisor referred to below. The preliminary official statement is in a form deemed final by the Township for purposes of paragraph (b)(1) of SEC Rule 15c2-12 (the "Rule"), but is subject to revision, amendment and completion in a final official statement.

Within seven (7) business days after the award of the bonds, the Township will provide on a timely basis 50 copies of a final official statement, as that term is defined in paragraph (f)(3) of the Rule, at the expense of the Township (and such additional copies of the final official statement as reasonably requested by, and at the expense of, the successful bidder or bidders) to enable the successful bidder or bidders to comply with paragraph (b)(4) of the Rule and the rules of the Municipal Securities Rulemaking Board. Requests for such additional copies of the final official statement shall be made to the Township's Registered Municipal Advisor within 24 hours of the award of the bonds.

CONTINUING DISCLOSURE: In order to assist bidders in complying with paragraph (b)(5) of the Rule, the Township will undertake, pursuant to a resolution adopted by its governing body and a continuing disclosure certificate, to provide annual reports and notices of certain events. A description of these undertakings is set forth in the preliminary official statement and will also be set forth in the final official statement.

CUSIP: It is anticipated that CUSIP numbers will be printed on the bonds, but neither the failure to print CUSIP numbers nor any improperly printed CUSIP numbers shall be cause for the purchaser to refuse to take delivery of and pay the purchase price for the bonds. Application for CUSIP numbers will be made by the Municipal Advisor to the Township. The CUSIP Service Bureau's charge for the assignment of CUSIP identification numbers shall be paid by the purchaser.

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 No. 517, Public Acts of Michigan, 2012; MCL 129.311 et seq.

DELIVERY OF BONDS: The Township will furnish bonds ready for execution at its expense. Bonds will be delivered without expense to the purchaser through DTC in New York, New York or such other place or by such other means as may be agreeable to the purchaser and the Township. The usual closing documents, including a continuing disclosure certificate (to the extent that the purchaser is subject to the Rule) and a certificate that no litigation is pending affecting the issuance of the bonds, will be delivered at the time of the delivery of the bonds. If the bonds are not tendered for delivery by twelve o'clock noon, Eastern Daylight Time, on the 45<sup>th</sup> day following the date of sale, or the first business day thereafter if said 45<sup>th</sup> day is not a business day, the successful bidder on that day, or any time thereafter until delivery of the bonds, may withdraw its proposal by serving notice of cancellation, in writing, on the undersigned, in which event the Township shall return the good faith deposit. Payment for the bonds shall be made in Federal Reserve Funds. Accrued interest to the date of delivery of the bonds shall be paid by the purchaser at the time of delivery.

THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.

ENVELOPES containing the bids should be plainly marked "Proposal for Bonds."

REGISTERED MUNICIPAL ADVISOR: Bendzinski & Co., Municipal Finance Advisors (the "Municipal Advisor") is a Registered Municipal Advisor in accordance with the rules of the Municipal Securities Rulemaking Board. The Municipal Advisor has been retained by the Township to provide certain financial advisory services relating to the planning, structuring and issuance of the bonds. The Municipal Advisor is not engaged in the business of underwriting, trading, marketing or the distribution of securities or any other negotiable instruments. The Municipal Advisor's duties, responsibilities and fees arise solely as a Registered Municipal Advisor to the Township and it has no secondary obligation or other responsibility. Further information with respect to the bonds may be obtained from Bendzinski & Co., Municipal Finance Advisors, 17000 Kercheval Avenue, Suite 230, Grosse Pointe, Michigan 48230, Telephone (313) 961-8222, Fax (313) 961-8220.

\_\_\_\_\_,  
Charter Township of Blackman

[END OF FORM OF NOTICE OF SALE]



23. CONFLICTING RESOLUTIONS. All resolutions and parts of resolutions, insofar as they are in conflict herewith, are rescinded.

YEAS: - 7

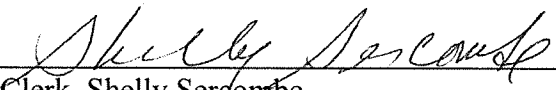
NAYS: - 0

ABSENT: None

RESOLUTION DECLARED ADOPTED.

STATE OF MICHIGAN     )  
                                      )ss  
COUNTY OF JACKSON    )

I, the undersigned Clerk of the Charter Township of Blackman, County of Jackson, Michigan, hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Township Board at a special meeting held on May 20, 2019, the original of which is on file in my office. Public notice of said meeting was given pursuant to and in compliance with Act No. 267, Public Acts of Michigan, 1976, as amended, including notice by publication or posting at least eighteen (18) hours prior to the time set for the meeting in accordance with Section 5 of such act.

  
\_\_\_\_\_  
Clerk, Shelly Sercombe  
Charter Township of Blackman