ST. CLAIR COUNTY COMMUNITY COLLEGE
BOARD OF TRUSTEES
Minutes of Regular Meeting Held February 14, 2019

CALL TO ORDER:
Chairman DeGrazia called the Regular Meeting to order at 4:30 pm.

ROLL CALL:

Members Present at Roll Call:	Nicholas DeGrazia, Robert Tansky, Karen Niver, John Adair, Amy Holmes Fredric Roberts, Marcia Robbins
Members Absent at Roll Call:	N/A
Also Present:	Dr. Deborah Snyder

AGENDA ADOPTION:
It was moved by Dr. Niver, seconded by Mr. Tansky, that the Board take action to adopt the agenda as presented.

Motion carried: 7-0

APPROVAL OF MINUTES:
It was moved by Dr. Roberts, seconded by Ms. Robbins, that the Board take action to approve minutes of the Organizational Meeting held January 10, 2019 and minutes of the Regular Meeting held January 10, 2019 as printed and circulated.

Motion carried: 7-0

FINANCIAL REPORTS:
Chairman DeGrazia acknowledged that financial reports for the month of January 2019 had been provided to Trustees.

COMMUNICATIONS & PETITIONS:
Chairman DeGrazia acknowledged that the Communications Report for the month of February 2019 had been provided to Trustees.

REPORT AND RECOMMENDATIONS OF THE PRESIDENT OF THE COLLEGE
1. INFORMATIONAL ITEMS & PRESENTATIONS – N/A

2. ACTION ITEMS:
Acceptance of Gifts
It was moved by Mr. Tansky, seconded by Dr. Niver, that the Board take action to accept, with appreciation, the following donations:

- GE AMX IV Portable X-Ray Unit from McLaren Port Huron
- $200 from Presnell Insurance Agency of Peck for athletics
- $250 from Kellie Carnahan of New Baltimore for alumni relations
- $300 from Linda Davis of Clyde for the theater chair campaign
- $300 from SC4 ESP members for the theater chair campaign
- $400 from Harold Tramski of Port Huron for athletics

Motion carried: 7-0

Resolution to Sell Bonds
It was moved by Mr. Adair, seconded by Ms. Robbins, that the Board take action to approve the attached resolution to authorize the issuance and the sale of facility bonds to finance the Health Sciences AJ Theisen Building project.

Roll Call Vote: Roberts-yes, Niver-yes, Adair-yes, Holmes-yes, Tansky-yes, Robbins-yes, DeGrazia-yes

Motion carried: 7-0

OLD BUSINESS: N/A

NEW BUSINESS: N/A

STAFF CHANGES:
Faculty Resignation
It was moved by Mr. Adair, seconded by Dr. Roberts, that the Board take action to accept the resignation of Dr. Kimberly Frey, physics instructor, effective January 16, 2019.

Motion carried: 7-0

TRUSTEE REPORTS: N/A

ADJOURNMENT:
It was moved by Mr. Adair, seconded by Ms. Robbins, that the Board take action to adjourn the meeting at 4:46 p.m.

Motion carried: 7-0

Respectfully submitted,	Certified by,
Mary L. Hawtin	Nicholas DeGrazia
Board Secretary	Board Chair

Board of Trustees
St. Clair County Community College

RESOLUTION AUTHORIZING ISSUANCE AND SALE OF
2019 COMMUNITY COLLEGE FACILITIES BONDS (LTGO)

A RESOLUTION TO PROVIDE FOR:

- Issuance of up to $5,000,000 of Bonds for various capital improvements to College facilities;
- Bonds to be a first budget obligation of College, secured by the College's full faith and credit;
- Authorized Officers of College to sell Bonds without further Resolution of the Board.

WHEREAS, St. Clair County Community College (the "College") is a community college district operating under the Community College Act of 1966, Act 331, Public Acts of Michigan, 1966, as amended ("Act 331"); and

WHEREAS, Section 122(b) of Act 331 authorizes the board of a community college district, subject to the provisions of the Revised Municipal Finance Act, Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), to issue bonds to purchase sites for buildings or athletic fields, to purchase or erect and equip any building or buildings that the college is authorized to purchase and erect, or to make any permanent improvement that the college is authorized to make, which bonds may be issued without a vote of the electors of the district, in amounts which, together with the total outstanding bonded indebtedness of the issuing district, do not exceed 1-1/2% of the first $250,000,000 of state equalized valuation of taxable property within the district and 1% of the excess over $250,000,000 of the state equalized valuation of taxable property in the district; and

WHEREAS, the most recently calculated State Equalized Valuation of taxable property within the College district is the 2018 State Equalized Valuation of $6,541,521,462; and

WHEREAS, the limit of bonds which may be issued without a vote of the electors of the district based on the most recently calculated State Equalized Valuation is $66,665,214; and

WHEREAS, the total outstanding general obligation bonded indebtedness of the College as of February 14, 2019 is $1,480,000; and

WHEREAS, the College intends to intends to acquire, construct, furnish and equip improvements to the A.J. Theisen building for allied health services (the "Project"); and

WHEREAS, the College desires to issue its 2019 Community College Facilities Bonds (Limited Tax General Obligation) pursuant to Section 122(b) of Act 331 in an amount not to exceed Five Million Dollars ($5,000,000), for the purpose of financing part of the costs of the Project; and

WHEREAS, Act 34 permits the College to authorize, within limitations which shall be contained in the authorization resolution of the governing body, an officer to sell and deliver and receive payment for obligations, approve 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 and procedures necessary to complete the transactions authorized; and

WHEREAS, the Board of Trustees wishes to provide for the sale of the bonds, in one or more series, at competitive public sale, or in the alternative for the private placement of the bonds with a purchaser, and to authorize the President, the Executive Vice President or the Chief Financial Officer of the College (each, an "Authorized Officer") to take all steps necessary to effectuate the sale, issuance, and delivery of the bonds without further approval of the Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. <u>Authorization of Bonds; Bond Details; Book-Entry Form; Transfer Agent</u>. The Board of Trustees hereby authorizes the issuance of bonds of the College to be designated as the "2019 COMMUNITY COLLEGE FACILITIES BONDS (LIMITED TAX GENERAL OBLIGATION)" (the "Bonds"), to be issued in the aggregate principal sum of not to exceed Five Million Dollars ($5,000,000), as finally determined by an Authorized Officer at the time of sale of the Bonds, for the purpose of financing part of the costs of the Project, including the costs incidental to the issuance, sale and delivery of the Bonds. The Bonds shall consist of bonds in fully-registered form of the denomination of $5,000, or integral multiples thereof not exceeding for each maturity the maximum principal amount of that maturity, numbered as determined by the Transfer Agent (as hereinafter defined), and shall be dated as of the date of delivery. The Bonds shall mature or be subject to mandatory redemption on April 1 in the years 2020 through 2029 and in the principal amounts as shown on Exhibit A hereto, or as otherwise determined at the time of sale by an Authorized Officer. The Authorized Officer shall determine the principal amount of the Bonds at the time of sale of the Bonds. The Bonds shall bear interest at a rate or rates not to exceed 5% percent (5.00%) per annum, payable semi-annually on April 1 and October 1, commencing October 1, 2019, as such other date as determined at the time of sale by the Authorized Officer. The Bonds shall be sold at a price not less than 99% nor more than 105% of par. The Bonds shall not be subject to optional redemption prior to maturity.

The Bonds may be issued in book-entry only form through The Depository Trust Company in New York, New York ("DTC") and the Authorized Officer is authorized to execute such custodial or other agreement with DTC as may be necessary to accomplish the issuance of the Bonds in book-entry only form, and to make such changes in the form of the Bonds within the parameters of this Resolution as may be required to accomplish the foregoing.

Interest on the Bonds shall be payable to the registered owner of record as of the 15th day of the month prior to the payment date for each interest payment. The record date of determination of registered owner for purposes of payment of interest as provided in this paragraph may be changed by the College to conform to market practice in the future. Interest shall be payable by check or draft drawn on the Transfer Agent mailed to the registered owner at the registered address, as shown on the registration books of the College maintained by the Transfer Agent. The principal of the Bonds shall be payable upon presentation and surrender of such Bonds to the Transfer Agent. Notwithstanding the foregoing, if the Bonds are held in book-entry form by DTC, payment shall be made in the manner prescribed by DTC.

The Authorized Officer is hereby authorized to appoint as transfer agent for this issue a bank or trust company located in Michigan and qualified to act as bond registrar, paying agent and transfer agent (the "Transfer Agent"). The Authorized Officer is hereby authorized to execute one or more agreements with the Transfer Agent on behalf of the College. The College reserves the right to replace the Transfer Agent at any time, provided written notice of such replacement is given to the registered owners of record of the Bonds not less than sixty (60) days prior to an interest payment date. In the event that the Bonds are purchased by a single institutional investor the College may act as the Transfer Agent as shall be determined at the time of sale.

2. Execution of Bonds. The Bonds shall be signed by the manual or facsimile signatures of the Chairperson and Secretary of the Board of Trustees of the College. No Bond signed by facsimile signatures shall be valid until authenticated by an authorized representative of the Transfer Agent. The Bonds shall be delivered to the Transfer Agent for authentication and be delivered by the Transfer Agent to the purchaser or other person in accordance with instructions from the Authorized Officer.

3. Transfer Agent; Registration Books. The Transfer Agent shall keep the books of registration for this issue on behalf of the College. Any Bond may be transferred upon such registration books by the registered owner of record, 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 Bonds shall be surrendered for transfer, the College shall execute and the Transfer Agent shall authenticate and deliver a new Bond or Bonds, for like aggregate principal amount. The Transfer Agent shall require the payment by the bondholder requesting the transfer of any tax or other governmental charge required to be paid with respect to the transfer.

If, in the future, the College calls bonds for redemption prior to maturity, then unless waived by any registered owner of Bonds to be redeemed, official notice of redemption shall be given by the Transfer Agent on behalf of the College. Such notice shall be dated and shall contain at a minimum the following information: original issue date; maturity dates; interest rates; CUSIP numbers, if any; certificate numbers (and in the case of partial redemption) the called amounts of each certificate; the place where the Bonds called for redemption are to be surrendered for payment; and that interest on the Bonds or portions thereof called for redemption shall cease to accrue from and after the redemption date.

In addition, further notice shall be given by the Transfer Agent in such manner as may be required or suggested by regulations or market practice at the applicable time, but no defect in such further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as prescribed herein.

4. Full Faith and Credit Pledge. The College expressly and irrevocably pledges its full faith and credit for the prompt and timely payment of the principal of and interest on the Bonds. The College shall, each year, budget the amount of the debt service coming due in the next fiscal year on the principal of and interest on the Bonds and shall advance as a first budget obligation from its general funds available therefor, or, if necessary, levy taxes upon all taxable property in the College district subject to applicable constitutional and statutory tax rate limitations, such sums as may be necessary to pay such debt service in said fiscal year.

5. Debt Retirement Fund. The Authorized Officer is authorized and directed to open a separate depository or trust account with a bank or trust company to be designated as the 2019 COMMUNITY COLLEGE FACILITIES BONDS DEBT RETIREMENT FUND (the "Debt

Retirement Fund"). The Debt Retirement Fund may be pooled or combined with other debt retirement funds for issues of bonds of like character as provided by Act 34 or other state law. An amount sufficient to assure timely payment of the principal of and interest on the Bonds shall be transferred each year from the general fund of the College, or other funds legally available therefor, into the Debt Retirement Fund. The moneys deposited in the fund shall be used solely for the purpose of paying the principal of and interest on the Bonds and, as may be necessary, to rebate arbitrage earnings, if any, to the United States Department of Treasury as required by the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder (the "Internal Revenue Code"). The accrued interest, if any, received upon delivery of the Bonds shall also be deposited into the Debt Retirement Fund and, if the College should receive a premium on sale of the Bonds, all or a portion of such premium may also be deposited into the Debt Retirement Fund as determined by the Authorized Officer.

The College may provide for the payment of principal of any of the Bonds issued as term bonds through the purchase of municipal securities in the open market at a price not greater than that payable on the next redemption date in order to satisfy all or part of the next succeeding scheduled mandatory redemption.

In the event a deposit of trust is made of 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 or mandatory redemption, the principal of, premium, if any, and interest on the Bonds, this Resolution shall be defeased and the owners of the Bonds shall have no further rights under this Resolution except to receive payment of the principal of, premium, if any, and interest of 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.

6. Construction Fund. The Authorized Officer is authorized and directed to create a fund designated as the 2019 COMMUNITY COLLEGE FACILITIES BONDS PROJECT FUND (the "Project Fund"). The College shall deposit the proceeds of the Bonds into the Project Fund, less accrued interest, if any, which shall be deposited into the Debt Retirement Fund, and, if the College should receive a premium on sale of the Bonds from the purchaser of the Bonds, all or a portion of such premium may be deposited into the Project Fund or the Debt Retirement Fund as determined by the Authorized Officer in consultation with bond counsel. The moneys in the Project Fund shall be used to pay the costs of the Project and to pay the costs of issuance of the Bonds. Moneys remaining in the Project Fund after acquisition and construction of the Project may be used for any other purpose permitted by law.

7. Bond Form. The Bonds shall be in substantially the following form with such revisions, additions and deletions as may be advisable or necessary to comply with the final terms of the Bonds established upon sale thereof:

UNITED STATES OF AMERICA
STATE OF MICHIGAN

ST. CLAIR COUNTY COMMUNITY COLLEGE

2019 COMMUNITY COLLEGE FACILITIES BOND
(LIMITED TAX GENERAL OBLIGATION)

Interest Rate	Date of Maturity	Date of Original Issue	CUSIP

Registered Owner:

Principal Amount:

ST. CLAIR COUNTY COMMUNITY COLLEGE, State of Michigan (the "College") acknowledges itself to owe and for value received hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, in lawful money of the United States of America, on the Date of Maturity specified above, with interest thereon (computed on the basis of a 360-day year consisting of twelve 30-day months) from the Date of Original Issue specified above or such later date to which interest has been paid, until paid, at the Interest Rate per annum specified above, first payable on __________ 1, 20__ and semiannually thereafter. Principal of this bond is payable at the designated corporate trust office of _________________________, ________________, Michigan, or such other transfer agent as the College may hereafter designate by notice mailed by the Transfer Agent to the registered owner hereof not less than sixty (60) days prior to any interest payment date (the "Transfer Agent"). Interest on this bond is payable by check or draft mailed by the Transfer Agent to the person or entity who or which is as of the fifteenth (15th) day of the month prior to each interest payment date, the registered owner, at the registered address.

This bond is one of a series of bonds of even Date of Original Issue, aggregating the principal sum of $_________ issued for the purpose of paying costs of acquiring and constructing various capital improvements. This bond was issued under and in pursuance of the provisions of Act 331, Public Acts of Michigan, 1966, as amended, and a resolution adopted by the Board of Trustees of the College on February 14, 2019.

This bond, including the interest thereon, is payable as a first budget obligation from the general funds of the College, and the College is required, if necessary, to levy ad valorem taxes on all taxable property in the College district for the payment thereof, subject to applicable constitutional and statutory tax rate limitations.

The bonds shall not be subject to redemption prior to maturity.

[Insert term bond provisions, if applicable.]

Any bond may be transferred by the person in whose name it is registered, in person or by his duly authorized attorney or legal representative, upon surrender of the bond to the Transfer Agent for cancellation, together with a duly executed written instrument of transfer in a form approved by the Transfer Agent. Whenever any bond is surrendered for transfer, the Transfer Agent shall authenticate and deliver a new bond or bonds, in like aggregate principal amount, interest rate and maturity. The Transfer Agent shall require the bondholder requesting the transfer to pay any tax or other governmental charge required to be paid with respect to the transfer.

It is hereby certified and recited that all acts, conditions and things required to be done, exist and happen, precedent to and in the issuance of this bond and the series of bonds of which this is one, in order to make them valid and binding obligations of the College have been done, exist and have happened in regular and due form and time as provided by law, and that the total indebtedness of the College, including this bond and the series of bonds of which this is one, does not exceed any constitutional or statutory limitation.

This bond is not valid or obligatory for any purpose until the Transfer Agent's Certificate of Authentication on this bond has been executed by the Transfer Agent.

IN WITNESS WHEREOF, the College, by its Board of Trustees has caused this bond to be signed in the name of the College with the facsimile signature of the Chairperson and to be countersigned with the facsimile signature of the Secretary of the Board of Trustees, all as of the Date of Original Issue shown on the face of this bond.

ST. CLAIR COUNTY COMMUNITY COLLEGE

By [Bond to be signed by Chairperson of Board]
Chairperson

Countersigned:

By [Bond to be signed by Secretary of Board]
Secretary

[FORM OF TRANSFER AGENT'S CERTIFICATE OF AUTHENTICATION]

Date of Registration:

CERTIFICATE OF AUTHENTICATION

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

____
Transfer Agent

By ______________________________
Authorized Signature

[INSERT STANDARD FORM OF ASSIGNMENT]

8. Tax Covenant; QTE Designation. The College shall, to the extent permitted by law, take all actions within its control necessary to maintain the exclusion of the interest on the Bonds 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 expenditures and investment of Bond proceeds and moneys deemed to be Bond proceeds. The College hereby designates the Bonds as "qualified tax exempt obligations" for purposes of deduction of interest expense by financial institutions pursuant to the Code.

9. Official Statement. The Authorized Officer is hereby authorized to approve circulation of a preliminary official statement describing the Bonds and to deem such Preliminary Official Statement "final" for purposes of compliance with Securities and Exchange Commission Rule 15c2-12. After sale of the Bonds, the Authorized Officer is authorized to prepare, execute and deliver a final Official Statement describing the Bonds.

10. Ratings. The Authorized Officer is hereby authorized to apply for ratings on the Bonds and to apply for qualification for municipal bond insurance.

11. Competitive Sale; Notice of Sale. The Authorized Officer is hereby authorized to fix a date for competitive sale of the Bonds in consultation with the Registered Municipal Advisor, and to arrange for publication of the Notice of Sale in *The Bond Buyer*, New York, New York, in substantially the form attached hereto at Exhibit A, with such revisions and completions as may be recommended by the Registered Municipal Advisor and Bond Counsel.

12. Award of Sale of Bonds. The Authorized Officer is hereby authorized, on behalf of the College, subject to the provisions and limitations of this Resolution, to award sale of the Bonds to the bidder whose bid produces the lowest interest cost computed in compliance with the terms of the Notice of Sale, which bid shall comply with the requirements for bids specified in the Notice of Sale and shall be within the limitations contained in this Resolution.

13. Alternative Method of Sale. As an alternative to selling the Bonds pursuant to a competitive public sale, the Authorized Officer is hereby authorized, based upon the market conditions as they exist at the time of the sale of the Bonds, and in consultation with and based upon the advice of the Registered Municipal Advisor, to sell the Bonds pursuant to a negotiated sale or private placement with a bank or financial institution. An Authorized Officer is authorized to, if necessary, appoint a placement agent and execute a bond purchase agreement with the purchaser of the Bonds, if necessary.

14. Adjustment of Bond Details. The Authorized Officer is 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 315(1)(d) of Act 34, 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, designation of series, and other matters, provided that the principal amount of Bonds issued shall not exceed the principal amount authorized in this resolution, the purchase price of the Bonds shall not be less than 99% or more than 105%, and the Bonds shall mature in not more than ten (10) annual installments. Approval of the matters delegated to the Authorized Officer under this Resolution may be evidenced by execution of an Order Awarding Sale of the Bonds or the final Official Statement.

15. Continuing Disclosure Undertaking. The College hereby agrees to enter into a Continuing Disclosure Undertaking (the "Continuing Disclosure Undertaking") in order to enable the underwriters of the Bonds to comply with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission. In the Continuing Disclosure Undertaking, the College shall agree to provide or cause to be provided, (i) certain annual financial information and operating data, including audited financial statements for the preceding fiscal year, (ii) timely notice of the occurrence of certain material events with respect to the Bonds, and (iii) timely notice of a failure by the College to provide the required annual financial information on or before the date required in the Continuing Disclosure Undertaking. The Authorized Officer is authorized to execute and deliver the Continuing Disclosure Undertaking on behalf of the College in substantially the form which she shall, in consultation with Bond Counsel, determine to be appropriate.

16. Other Actions. The officers, administrators, agents and attorneys of the College are authorized and directed to take all other actions necessary and convenient to facilitate issuance, sale, and delivery of the Bonds and expenditure of Bond proceeds, and to execute and deliver all other agreements, documents and certificates and to take all other actions necessary or convenient to complete the issuance, sale, and delivery of the Bonds and expenditure of Bond proceeds in accordance with this Resolution, including appropriation and transfer of Bond proceeds as appropriate, and payment of costs of issuance including Bond Counsel fees, Registered Municipal Advisor fees, rating agency fees, costs of printing the Bonds and the preliminary and final official statements, publication of the Notice of Sale, and any other costs necessary to accomplish sale and delivery of the Bonds.

17. Registered Municipal Advisor. The College hereby appoints PFM Financial Advisors LLC, as Registered Municipal Advisor to the College for the Bonds.

18. Bond Counsel. The College hereby appoints Miller, Canfield, Paddock and Stone, P.L.C. as its bond counsel for the Bonds. The Board of Trustees of the College acknowledges that Miller, Canfield, Paddock and Stone, P.L.C., represents many municipal bond underwriters, banks, and financial institutions in connection with matters unrelated to the issuance of the Bonds by the College, and that some of these underwriters, banks, and financial institutions are potential purchasers or underwriters of the Bonds.

19. Certification; Notice Posting. I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Board of Trustees of St. Clair County Community College, State of Michigan, at a regular meeting on February 14, 2019, and that public notice of said meeting was given pursuant to and in full compliance with Act No. 267, Public Acts of Michigan, 1976, and that minutes of the meeting were kept and will be or have been made available as required by said Act 267. If the above meeting was a regular meeting, I further certify that notice of said regular meeting was given to each member of the Board in accordance with the rules of procedure of the Board.

I further certify that Notice of this meeting was posted pursuant to the requirements of Section 308, Act 34, not less than 18 hours prior to the meeting, in the form attached hereto as Exhibit B.

20. Conflicting Resolutions. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are rescinded.

I further certify that the following Trustees were present at said meeting: **AMY HOLMES, FREDRIC ROBERTS, ROBERT TANSKY, MARCIA ROBBINS, KAREN NIVER, JOHN ADAIR, NICHOLAS DEGRAZIA** and that the following Trustees were absent: **N/A**.

I further certify that Trustee **ADAIR** moved for adoption of said resolution and that Trustee **ROBBINS** supported said motion.

I further certify that the following Trustees voted for adoption of said resolution: **ROBERTS, NIVER, ADAIR, HOLMES, TANSKY, ROBBINS, DEGRAZIA** and that the following Trustees voted against adoption of said resolution: **N/A**.

Mary L Hawthorne

Secretary, Board of Trustees
St. Clair County Community College

EXHIBIT A

OFFICIAL NOTICE OF SALE

$5,000,000*
*(Subject to adjustment as described below)
ST. CLAIR COUNTY COMMUNITY COLLEGE
STATE OF MICHIGAN

2019 COMMUNITY COLLEGE FACILITIES BONDS
(LIMITED TAX GENERAL OBLIGATION)

SEALED BIDS for purchase of the above bonds will be received by the undersigned at the offices of the College located at 323 Erie St., Port Huron, Michigan 48061 on _______, the ____ day of __________, 2019 until __:__ _.m., local time, at which time and place said bids will be publicly opened and read. The award or rejection of bids will occur within twenty-four hours after the time of sale.

SEALED BIDS will also be received on the same date and until the same time at the offices of the Municipal Advisory Council of Michigan (the "MAC"), 535 Griswold, Suite 1850, Detroit, Michigan 48226, when, simultaneously, the bids will be opened and read.

FAXED BIDS: Signed bids may be submitted by fax to the College at fax number (___) ___-____**,** Attention: ______________________ or to the MAC at (313) 963-0943, provided that faxed bids must arrive before the time of sale, the bidder bears all risks of transmission failure.

ELECTRONIC BIDS: Electronic bids will also be received on the same date and until the same time by Bidcomp/Parity as agent of the undersigned. Further information about Bidcomp/Parity, including any fee charged, may be obtained from Bidcomp/Parity, Anthony Leyden or CLIENT SERVICES, 1359 Broadway, Second Floor, New York, New York 10018, (212) 849-5021. IF ANY PROVISIONS OF THIS NOTICE OF SALE SHALL CONFLICT WITH THE INFORMATION PROVIDED BY BIDCOMP/PARITY, AS THE APPROVED PROVIDER OF ELECTRONIC BIDDING SERVICES, THIS NOTICE OF SALE SHALL CONTROL.

Bidders may choose any means or location to present bids but a bidder may not present a bid in more than one location or by more than one means.

BOND DETAILS: The bonds will be registered bonds of the denomination of $5,000 or multiples thereof not exceeding for each maturity the maximum principal amount of that maturity, originally dated as of the date of delivery, numbered in order of registration, and will bear interest from their date payable on October 1, 2019 and semiannually thereafter.

The bonds will mature on the 1st day of April in each of the years and in the amounts, as follows:

Year	Amount	Year	Amount
2020	$600,000	2025	$345,000
2021	$615,000	2026	$355,000
2022	$635,000	2027	$365,000
2023	$655,000	2028	$375,000
2024	$675,000	2029	$380,000

*ADJUSTMENT OF TOTAL PAR AMOUNT OF BONDS AND PRINCIPAL MATURITIES: The College reserves the right to adjust the aggregate principal amount of the bonds after receipt of the bids and prior to final award, if necessary, so that the purchase price of the bonds will provide an amount determined by the College to be sufficient to pay the cost of the project and to pay costs of issuance of the bonds. The adjustments, if necessary, will be in increments of $5,000 per maturity. The purchase price will be adjusted proportionately to the increase or decrease in issue size, but the interest rates specified by the successful bidder for all maturities will not change. The successful bidder may not withdraw its bid as a result of any changes made within these limits.

*ADJUSTMENT TO PURCHASE PRICE: Should any adjustment to the aggregate principal amount of the bonds be made by the College, the purchase price of the bonds will be adjusted by the College proportionally to the adjustment in principal amount of the bonds. The adjusted purchase price will reflect changes in the dollar amount of the underwriter's discount and original issue discount/premium, if any, but will not change the per-bond underwriter's discount as calculated from the bid and initial reoffering prices.

INTEREST RATE AND BIDDING DETAILS: The bonds shall bear interest at rate or rates not exceeding five percent (5%) per annum, to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/100 of 1%, or both. 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 INTEREST BORNE BY BONDS MATURING IN ANY ONE YEAR SHALL NOT BE LESS THAN THE INTEREST RATE BORNE BY BONDS MATURING IN THE PRECEDING YEAR. The difference between the highest and lowest interest rates bid shall not exceed two percent (2%) per annum. No proposal for the purchase of less than all of the bonds or at a price less than 99% or more than 105% of their par value will be considered.

NO OPTIONAL REDEMPTION OF BONDS: The Bonds shall not be subject to optional redemption prior to maturity.

TERM BOND OPTION: The initial purchaser of the bonds may designate any one or more maturities as term bonds and the consecutive maturities to be aggregated in the term bonds. The amounts of the maturities which are aggregated in a designated term bond shall be subject to mandatory redemption on May 1 of the years and in the amounts set forth in the above maturity schedule at a redemption price of par, plus accrued interest to the date of mandatory redemption. Term bonds or portions thereof mandatorily redeemed shall be selected by lot. Any such designation must be made within one hour after the deadline for the submission of bids.

BOOK-ENTRY OPTION: Upon the request of the successful bidder, 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 bondholder and 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. Purchasers will not receive certificates representing their interest in bonds purchased. It will be the responsibility of the purchaser to obtain DTC eligibility. Failure of the purchaser to obtain DTC eligibility shall not constitute cause for a failure or refusal by the purchaser to accept delivery of and pay for the bonds.

TRANSFER AGENT AND REGISTRATION: Principal shall be payable at the principal corporate trust office of __________________________, __________, Michigan, or such other transfer agent as the College may hereafter designate by notice mailed to the registered owner of record not less than 60 days prior to an interest payment date. Interest shall be paid by check mailed to the registered owner of record as shown on the registration books of the College as of the 15th day of the month preceding an interest payment date. The bonds will be transferred only upon the registration books of the College kept by the transfer agent.

PURPOSE AND SECURITY: The Bonds are being issued to acquire and construct various capital improvements pursuant to the provisions of Act 331 of Public Acts of Michigan of 1966, as amended. The Bonds constitute full faith and credit limited tax general obligations of the College and are a first budget obligation of the College. The College has pledged its limited tax full faith and credit for payment of the principal and interest on the bonds and the College is obligated to provide, as a first budget obligation, sufficient general funds moneys in its annual budget and, if necessary, to levy sufficient ad valorem taxes upon all taxable property within its boundaries subject to applicable constitutional and statutory tax rate limitations. The rights or remedies of bondholders may be affected by bankruptcy, insolvency, fraudulent conveyance or other laws affecting creditors' rights generally, now existing or hereafter enacted, and by the application of general principles of equity, including those relating to equitable subordination.

AWARD OF BONDS-TRUE INTEREST COST: The bonds will be awarded to the bidder whose bid produces the lowest true interest cost determined in the following manner: the lowest true interest cost will be the single interest rate (compounded on October 1, 2019 and semiannually thereafter) necessary to discount the debt service payments from their respective payment date to __________, 2019, in an amount equal to the price bid, excluding accrued interest, if any.

LEGAL OPINION: Bids shall be conditioned upon the approving opinion of Miller, Canfield, Paddock and Stone, P.L.C., attorneys of Detroit, Michigan, a copy of which opinion will be furnished without expense to the purchaser of the bonds at the delivery thereof. The fees of Miller, Canfield, Paddock and Stone, P.L.C. 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 validity of the above bonds, Miller, Canfield, Paddock and Stone, P.L.C. has not been requested to examine or review and has not examined or reviewed 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 documents, statements or materials. In submitting a bid for the bonds, the bidder agrees to the representation of the College by Miller, Canfield, Paddock and Stone, P.L.C., as bond counsel.

<u>TAX MATTERS</u>: In the opinion of Miller, Canfield, Paddock and Stone, P.L.C., bond counsel, under existing law, assuming compliance with certain covenants, interest on the bonds is excludable from gross income for federal income tax purposes as described in the opinion, and the bonds and interest thereon are exempt from all taxation by the State of Michigan or any taxing authority within the State of Michigan except inheritance and estate taxes and taxes on gains realized from the sale, payment or other disposition thereof.

<u>QUALIFIED TAX-EXEMPT OBLIGATIONS</u>: The College has designated the bonds as "qualified tax-exempt obligations" for purposes of deduction of interest expense by financial institutions.

<u>ISSUE PRICE</u>: The winning bidder shall assist the College in establishing the issue price of the bonds and shall execute and deliver to the College 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 attached either as Appendix _-1 or Appendix _-2 of the preliminary Official Statement, with such modifications as may be appropriate or necessary, in the reasonable judgment of the winning bidder, the College and Bond Counsel.

The College 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:

a. the College is disseminating this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;

b. all bidders shall have an equal opportunity to bid;

c. the College anticipates receiving bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and

d. the College 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 all of the Competitive Sale Requirements are not satisfied, the College shall so advise the winning bidder. The College will <u>not</u> require bidders to comply with the "hold-the-offering price rule," and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the bonds as the issue price of that maturity, though the winning bidder, in consultation with the College, may elect to apply the "hold-the-offering price rule" (as described below). Bids will <u>not</u> be subject to cancellation in the event the Competitive

Sale Requirements are not satisfied. Unless a bidder intends to apply the "hold-the-offering price rule" (as described below), bidders should prepare their bids on the assumption that all of the maturities of the bonds will be subject to the 10% Test (as described below). The winning bidder must notify the College of its intention to apply either the "hold-the-price rule" or the 10% Test at or prior to the time the bonds are awarded.

If the winning bidder <u>does not</u> request that the "hold-the-offering price rule" apply to determine the issue price of the bonds, the following two paragraphs shall apply:

a. The College shall treat the first price at which 10% of a maturity of the bonds (the "10% Test") is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis. The winning bidder shall advise the College if any maturity of the Bonds satisfies the 10% Test as of the date and time of the award of the bonds; and

b. Until the 10% Test has been satisfied as to each maturity of the bonds, the winning bidder agrees to promptly report to the College the prices at which the unsold bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing date has occurred, until the 10% Test has been satisfied as to the bonds of that maturity or until all bonds of that maturity have been sold.

If the winning bidder <u>does</u> request that the "hold-the-offering price rule" apply to determine the issue price of the bonds, then following three paragraphs shall apply:

a. The winning bidder, in consultation with the College, may determine to treat (i) pursuant to the 10% Test, the first price at which 10% of a maturity of the bonds is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the bonds as the issue price of that maturity (the "hold-the-offering price rule"), in each case applied on a maturity-by-maturity basis. The winning bidder shall advise the College if any maturity of the bonds satisfies the 10% Test as of the date and time of the award of the bonds. The winning bidder shall promptly advise the College, at or before the time of award of the bonds, which maturities of the bonds shall be subject to the 10% Test or shall be subject to the hold-the-offering price rule or both.

b. By submitting a bid, 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 the 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) if the hold-the-offering-price rule applies, 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:

    i. the close of the fifth (5^{th}) business day after the sale date; or

    ii. 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 College 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^{th}) business day after the sale date.

c. The College 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 College 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:

a. 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 (i) report the prices at which it sells to the public the unsold bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the bonds of that maturity or all bonds of that maturity have been sold to the public and (ii) comply with the hold-the-offering-price rule, if applicable, in each case if and for so long as directed by the winning bidder and as set forth in the related pricing wires; and

b. 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, as applicable, to (i) report the prices at which it sells to the public the unsold bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the bonds of that maturity or all bonds of that maturity have been sold to the public and (ii) comply with the hold-the-offering-price rule, if applicable, in each case 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:

a. "public" means any person other than an underwriter or a related party,

b. "underwriter" means (A) any person that agrees pursuant to a written contract with the College (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);

c. 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 (i) more than 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), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) 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

d. "sale date" means the date that the bonds are awarded by the College to the winning bidder.

<u>DELIVERY OF BONDS</u>: The College 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 to be agreed upon. The usual closing documents, including a certificate that no litigation is pending affecting the issuance of the bonds, will be delivered at the time of delivery of the bonds. If the bonds are not tendered for delivery by Noon, prevailing Eastern Time, on the 45th day following the date of sale, or the first business day thereafter if said 45th day is not a business day, the successful bidder may on that day, or any time thereafter until delivery of the bonds, withdraw its proposal by serving notice of cancellation, in writing, on the undersigned in which event the College shall promptly return the good faith deposit. Payment for the bonds shall be made in immediately available funds.

<u>CONTINUING DISCLOSURE</u>: As described in greater detail in the Official Statement, the College will agree to provide or cause to be provided, in accordance with the requirements of Rule 15c2-12, as may be amended, promulgated by the Securities and Exchange Commission, (i) on or prior to the first day of the sixth month following the end of the fiscal year of the College, commencing with the fiscal year ending June 30, 2019, certain annual financial information and operating data or data of substantially the same nature, including audited financial statements for

the preceding fiscal year, (or if audited financial statements are not available, unaudited financial statements) generally consistent with the information contained or cross-referenced in the Official Statement relating to the bonds, (ii) timely notice of the occurrence of certain material events with respect to the bonds and (iii) timely notice of a failure by the College to provide the required annual financial information on or before the date specified in (i) above.

BOND INSURANCE AT PURCHASER'S OPTION: If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of the bidder/purchaser, the purchase of any such insurance policy or the issuance of any such commitment shall be at the sole option and expense of the purchaser of the Bonds. Any increased costs of issuance of the bonds resulting from such purchase of insurance shall be paid by the purchaser, except that, if the College has requested and received a rating on the bonds from a rating agency, the College will pay the fee for the requested rating. Any other rating agency fees shall be the responsibility of the purchaser. FAILURE OF THE MUNICIPAL BOND INSURER TO ISSUE THE POLICY AFTER THE BONDS HAVE BEEN AWARDED TO THE PURCHASER SHALL NOT CONSTITUTE CAUSE FOR FAILURE OR REFUSAL BY THE PURCHASER TO ACCEPT DELIVERY OF THE BONDS FROM THE COLLEGE.

CUSIP NUMBERS: 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 PFM Financial Advisors LLC, municipal advisor to the College. The CUSIP Service Bureau's charge for the assignment of CUSIP identification numbers shall be paid by the purchaser.

OFFICIAL STATEMENT: The College will provide the winning bidder with a reasonable number of final Official Statements within 7 business days from the date of sale so as to permit the underwriter to comply with the Securities and Exchange Commission Rule 15c2-12. Additional copies of the Official Statement will be supplied by PFM Financial Advisors LLC, Ann Arbor, Michigan, municipal advisor to the College, upon request and agreement by the underwriter to pay the cost of additional copies. Requests for additional copies should be made to the municipal advisor within 24 hours of the date of sale.

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

MUNICIPAL ADVISOR: Further information relating to the bonds may be obtained from PFM Financial Advisors LLC, 555 Briarwood Circle, Suite 333, Ann Arbor, Michigan, 48108. Telephone: (734) 994-9700, Facsimile: (734) 994-9710.

ENVELOPES: containing the bids should be plainly marked "PROPOSAL FOR ST. CLAIR COUNTY COMMUNITY COLLEGE 2019 COMMUNITY COLLEGE FACILITIES BONDS (LIMITED TAX GENERAL OBLIGATION)."

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

St. Clair County Community College

EXHIBIT B

Form of Notice pursuant to Section 308
Act 34, Public Acts of Michigan, 2001, as amended

MEETING NOTICE
BOARD OF TRUSTEES
ST. CLAIR COUNTY COMMUNITY COLLEGE

At the Regular Meeting of the Board of Trustees of the St. Clair County Community College to be held on February 14, 2019, at 4:30 p.m. Eastern Standard Time, in the St. Clair County Community College Welcome Center, Room 150, 323 Erie St., Port Huron, Michigan, 48061, the Board of Trustees will consider issuance of the College's 2019 Community College Facilities Bonds, which will contain a limited tax full faith and credit pledge of the College.

THIS NOTICE is given pursuant to the requirements of Section 308, Act 34, Public Acts of Michigan, 2001, as amended.