

ORDINANCE NO. 243

AN ORDINANCE TO PROVIDE FOR THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF IMPROVEMENTS TO THE WASTE WATER TREATMENT SYSTEM OF THE CITY OF LUNA PIER; TO PROVIDE FOR THE ISSUANCE AND SALE OF REVENUE BONDS, TO PAY A PORTION OF THE COST THEREOF; TO PRESCRIBE THE FORM OF THE BONDS; TO PROVIDE FOR THE COLLECTION OF REVENUES FROM THE SYSTEM SUFFICIENT FOR THE PURPOSE OF PAYING THE COSTS OF OPERATION AND MAINTENANCE OF THE SYSTEM AND TO PAY THE PRINCIPAL OF AND INTEREST ON BONDS OF THE SYSTEM; TO PROVIDE AN ADEQUATE RESERVE ACCOUNT FOR THE BONDS; TO PROVIDE FOR THE SEGREGATION AND DISTRIBUTION OF THE REVENUES OF THE SYSTEM; TO PROVIDE FOR THE RIGHTS OF THE HOLDERS OF THE BONDS IN ENFORCEMENT THEREOF; AND TO PROVIDE FOR OTHER MATTERS RELATING TO THE BONDS, AND THE SYSTEM.

THE CITY OF LUNA PIER ORDAINS:

Section 1. Definitions. In addition to the words and terms defined elsewhere in this Ordinance, the following words and terms as used in this Ordinance shall have the meanings assigned in this Section, unless the context or use clearly indicates another or different meaning or intent.

The word “acquired,” as used in this Ordinance, shall be construed to include acquisition by purchase, construction or by any other method.

“Act 94” shall mean Act 94, Public Acts of Michigan, 1933, as amended.

“Additional Bonds” shall mean additional bonds issued pursuant to Section 17 of the Outstanding Ordinance.

“Bond” or “Bonds” shall mean the Outstanding Bonds, together with the Issuer’s Series 2019 Bonds authorized to be issued pursuant to this Ordinance.

“Bond Reserve Account” shall mean the subaccount in the Bond and Interest Redemption Account established in accordance with Section 12 of the Outstanding Ordinance.

“Depository Bank” shall mean Monroe Bank & Trust, in Monroe, Michigan, a member of the Federal Deposit Insurance Corporation, or other financial institution qualified to serve as depository bank and designated by the Issuer.

“Engineer” shall mean David Arthur Consultants, Inc. Dundee, Michigan.

“Fiscal Year” shall mean the fiscal year of the Issuer and the operating year of the System, commencing July 1 and ending June 30 of the subsequent year, as such year may be changed from time to time.

“Government” shall mean the government of the United States of America or any agency thereof.

“Issuer” shall mean the City of Luna Pier, County of Monroe, State of Michigan.

"Ordinance" shall mean this ordinance and any ordinance or resolution of the Issuer amendatory or supplemental to this ordinance.

“Outstanding Bonds” shall mean the Series 2012A Bond and the Series 2012B Bond.

“Outstanding Ordinance” shall mean Ordinance No. 212 adopted by the City Council of the Issuer on June 14, 2012, authorizing the issuance of the Outstanding Bonds.

“Project” shall mean the acquisition, construction, furnishing, and equipping of improvements to the City’s Waste Water Treatment Plant, together with all related site improvements, appurtenances and attachments.

“Reserve Amount” shall mean with respect to the Series 2019 Bonds the lesser of (1) the maximum annual debt service due on the Series 2019 Bonds in the current or any future year, (2) 125% of the average annual debt service on the Series 2019 Bonds, or (3) 10% of the outstanding principal amount of the Series 2019 Bonds on the date of issuance of the Series 2019 Bonds.

“Revenues” and “Net Revenues” shall mean the revenues and net revenues of the Issuer derived from the operation of the System and shall be construed as defined in Section 3 of Act 94, including with respect to “Revenues,” the earnings derived from the investment of moneys in the various funds and accounts established by this Ordinance.

“Series 2012A Bond” shall mean the Issuer’s Waste Water Treatment System Revenue Bond, Series 2012A, in the original principal amount of \$3,000,000, authorized to be issued pursuant to the Outstanding Ordinance.

“Series 2012B Bond” shall mean the Issuer’s Waste Water Treatment System Revenue Bond, Series 2012B, in the original principal amount of \$103,000, authorized to be issued pursuant to the Outstanding Ordinance.

“Series 2019 Bonds” shall mean the Issuer’s Waste Water Treatment System Revenue Bond, Series 2019, in the principal amount of \$440,000, authorized to be issued pursuant to this Ordinance.

“System” shall mean the Issuer’s Waste Water Treatment System, including such facilities thereof as are now existing, are acquired and constructed as the Project, and all enlargements, extensions, repairs and improvements thereto hereafter made.

“Transfer Agent” shall mean the transfer agent and bond registrar for the Series 2019 Bonds as appointed from time to time by the Issuer as provided in Section 6 of this Ordinance and who or which shall carry out the duties and responsibilities as set forth in Sections 6 and 7 of this Ordinance.

Section 2. Necessity; Approval of Plans and Specifications. It is hereby determined to be a necessary public purpose of the Issuer to acquire and construct the Project in accordance with the plans and specifications prepared by the Issuer’s Engineer and on file with the Issuer, which plans and specifications are hereby approved.

Section 3. Costs; Useful Life. The total cost of the Project, including the payment of incidental expenses as specified in Section 4 of this Ordinance, is estimated to be \$763,000, which estimate of cost is hereby approved and confirmed, and the estimated period of usefulness of the Project is determined to be not less than forty (40) years.

Section 4. Payment of Costs; Series 2019 Bonds Authorized. To pay the cost of acquiring and constructing the Project, and legal, engineering, financial and other expenses incident to said acquisition and construction, and expenses incident to the issuance and sale of the Series 2019 Bonds, it is hereby determined that the Issuer borrow the aggregate principal sum of not to exceed Four Hundred Forty Thousand Dollars (\$440,000) and issue the Series 2019 Bonds therefor pursuant to the provisions of Act 94. The remaining costs of the Project, if any, shall be paid from grant funds and Issuer funds on hand and legally available for such use.

Except as amended by or expressly provided to the contrary in this Ordinance, all of the provisions of the Outstanding Ordinance shall apply to the Series 2019 Bonds, the same as though each of said provisions were repeated in this Ordinance in detail; the purpose of this Ordinance being to authorize the issuance of Additional Bonds that are of equal standing and priority of lien as to the Net Revenues with the Outstanding Bonds. The issuance of Additional Bonds for the purposes described in this Ordinance is authorized by the provisions of the Outstanding Ordinance, upon the conditions therein stated, which conditions have been fully met.

Section 5. Series 2019 Bond Details. The Series 2019 Bond shall be designated “WASTE WATER TREATMENT SYSTEM REVENUE BOND, SERIES 2019 (TAXABLE),” shall be dated as of the date of delivery of the first delivery installment (hereinafter defined), shall consist of one fully-registered nonconvertible bond of the denomination of \$440,000, and shall be payable in principal installments serially on June 1 of each year, as follows:

<u>June 1</u>	<u>Amount</u>	<u>June 1</u>	<u>Amount</u>
2020	\$6,000	2040	\$11,000
2021	6,000	2041	11,000
2022	7,000	2042	11,000
2023	7,000	2043	12,000
2024	7,000	2044	12,000
2025	7,000	2045	12,000
2026	7,000	2046	13,000
2027	7,000	2047	13,000
2028	8,000	2048	13,000
2029	8,000	2049	14,000
2030	8,000	2050	14,000
2031	8,000	2051	14,000

2032	9,000	2052	15,000
2033	9,000	2053	15,000
2034	9,000	2054	16,000
2035	9,000	2055	16,000
2036	10,000	2056	16,000
2037	10,000	2057	16,000
2038	10,000	2058	17,000
2039	10,000	2059	17,000

The Mayor is authorized to decrease the aggregate principal amount of the Series 2019 Bond and/or change the payment dates and the amounts of any of the foregoing installments if it is in the best interests of the Issuer, provided that the final principal payment of the Series 2019 Bond shall be due and payable within forty (40) years of the date of issuance of the Series 2019 Bond.

The Series 2019 Bond is expected to be delivered to the Government as initial purchaser thereof in installments (the “delivery installments”) and each delivery installment shall be noted on the registration grid set forth on the Series 2019 Bond. The delivery installments shall be deemed to correspond to the serial principal installments of the Series 2019 Bond in direct chronological order of said serial principal installments.

The serial principal installments of the Series 2019 Bond will each bear interest from the date of delivery of the corresponding delivery installment to the registered holder thereof as shown on the registration grid set forth on the Series 2019 Bond at the rate of not to exceed two and three-quarters percent (2.750%) per annum, payable on the first December 1 following the date of delivery of said delivery installment, and semiannually thereafter on June 1 and December 1 1 of each year until maturity or earlier prepayment of said installment, or such other dates as shall be determined by the Mayor at the time the first delivery installment of the Series 2019 Bond is delivered to the Government. Acceptance of the interest rate on the Series 2019 Bond shall be made by execution of the Series 2019 Bond which so designates the rate specified by the Government and accepted in writing by the Issuer. The Series 2019 Bond shall be issued in fully-registered form and such Series 2019 Bond shall not be convertible or exchangeable into more than one fully-registered bond.

The Series 2019 Bond or installments thereof will be subject to prepayment prior to maturity in the manner and at the times specified in the form of the Series 2019 Bond set forth in Section 9 of this Ordinance.

Section 6. Bond Registration and Transfer. The Transfer Agent shall keep or cause to be kept at its principal office sufficient books for the registration and transfer of the Series 2019 Bonds, which shall at all times be open to inspection by the Issuer. The Transfer Agent shall transfer or cause to be transferred on said books any Series 2019 Bond presented for transfer, as hereinafter provided and subject to such reasonable regulations as it may prescribe.

Any Series 2019 Bond may be transferred upon the books required to be kept by the Transfer Agent pursuant to this Section, by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of such Series 2019 Bond for transfer,

accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Transfer Agent. Whenever any Series 2019 Bond shall be surrendered for transfer, the Transfer Agent shall record such transfer on the registration books and shall register such transfer on the registration grid attached to the Series 2019 Bond. At the time of such transfer the Transfer Agent shall note on the Series 2019 Bond the outstanding principal amount thereof at the time of such transfer. 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. The Issuer shall not be required (i) to issue, register the transfer of, or exchange any Series 2019 Bond during a period beginning at the opening of business fifteen days before the day of the mailing of a notice of prepayment of the Series 2019 Bond or installments thereof selected for redemption and ending at the close of business on the day of that mailing, or (ii) to register the transfer of or exchange the Series 2019 Bond or portion thereof so selected for prepayment. In the event the Series 2019 Bond is called for prepayment in part, the Transfer Agent upon surrender of the Series 2019 Bond shall note on the Series 2019 Bond the principal amount prepaid and shall return the Series 2019 Bond to the registered owner thereof together with the prepayment amount on the prepayment date.

The Treasurer of the Issuer is hereby appointed to act as Transfer Agent with respect to the Series 2019 Bonds. If and at such time as the Series 2019 Bonds are transferred to or held by any registered owner other than the Government, the Issuer by resolution may appoint a bank or trust company qualified under Michigan law to act as transfer agent and bond registrar with respect to the Series 2019 Bonds, and the Issuer may thereafter appoint a successor Transfer Agent upon sixty (60) days' notice to the registered owner of such Series 2019 Bond.

Section 7. Payment of the Series 2019 Bonds. Principal of and interest on the Series 2019 Bonds shall be payable in lawful money of the United States of America by check or draft mailed by the Transfer Agent to the registered owner at the address of the registered owner as shown on the registration books of the Issuer kept by the Transfer Agent. If the Government shall no longer be the registered owner of the Series 2019 Bonds, then the principal of and interest on the Series 2019 Bonds shall be payable to the registered owner of record as of the fifteenth day of the month preceding the payment date by check or draft mailed to the registered owner at the registered address. Such date of determination of the registered owner for purposes of payment of principal or interest may be changed by the Issuer to conform to future market practice. The Treasurer of the Issuer is hereby authorized to execute an agreement with any successor Transfer Agent.

The Transfer Agent shall record on the registration books the payment by the Issuer of each installment of principal or interest or both on the Series 2019 Bonds when made and the canceled checks or drafts representing such payments shall be returned to and retained by the Treasurer of the Issuer, which canceled checks or drafts shall be conclusive evidence of such payments and the obligation of the Issuer with respect to such payments shall be discharged to the extent of such payments.

Upon payment by the Issuer of all outstanding principal of and interest on the Series 2019 Bonds, the registered owner thereof shall deliver the Series 2019 Bond to the Issuer for cancellation.

The Mayor and the Clerk of the Issuer are each hereby authorized and directed to negotiate privately the sale of the Series 2019 Bonds to the Government at an interest rate not to exceed two and three-quarters percent (2.750%) per annum. The sale of the Series 2019 Bonds to the Government at the interest rate listed above and at the par value thereof is hereby approved. The Treasurer of the Issuer is hereby authorized to deliver the Series 2019 Bonds in accordance with the delivery instructions of the Government.

Section 8. Execution and Delivery of the Bonds. The Bonds shall be manually signed by the Mayor and countersigned by the City Clerk and shall have the corporate seal of the Issuer impressed thereon. After execution, the Bonds shall be held by the Treasurer of the Issuer for delivery to the Government. No Bond or any installment thereof shall be valid until registered by the Treasurer of the Issuer or by another person designated in writing by the Treasurer to act as bond registrar, or upon transfer by the Government and thereafter, by an authorized representative of the Transfer Agent.

Section 9. Series 2019 Bonds Form. The Series 2019 Bonds shall be in substantially the following form, with such completions or other changes as are necessary to conform the Series 2019 Bonds to the terms established at the time of sale of the Series 2019 Bonds to the Government, as determined by the Mayor of the Issuer:

REGISTERED

UNITED STATES OF AMERICA
STATE OF MICHIGAN
COUNTY OF MONROE

CITY OF LUNA PIER

WASTE WATER TREATMENT SYSTEM REVENUE BOND, SERIES 2019 (TAXABLE)

No. R-1

\$440,000

The City of Luna Pier, County of Monroe, State of Michigan (the “Issuer”), for value received, hereby promises to pay to the registered owner hereof, but only out of the hereinafter described Net Revenues of the Issuer’s Waste Water Treatment system, including all appurtenances, additions, extensions and improvements thereto (the “System”), the sum of

Four Hundred Forty Thousand Dollars

on the dates and in the principal installment amounts set forth in Exhibit A attached hereto and made a part hereof with interest on said installments from the date each installment is delivered to the Issuer and as set forth on the registration grid hereon until paid at the rate of two and three-quarters percent (2.75%) per annum, first payable on December 1, 2019, and semiannually thereafter; provided that the principal repayments required herein to the registered owner shall not exceed the total of the principal installments set forth on the registration grid attached hereto from time to time hereafter to acknowledge receipt of payment of the purchase price of this bond up to a total of \$440,000. Both principal of and interest on this bond are payable in lawful money of the United States of America to the registered owner at the address shown on the Issuer’s registration books by check or draft mailed to the registered holder at the address shown on the registration books of the Issuer.

For the prompt payment of principal and interest on this bond, the revenues of the System, after provision has been made for reasonable and necessary expenses of operation, administration and maintenance thereof (the “Net Revenues”), are hereby irrevocably pledged and a statutory lien thereon is hereby recognized and created. This bond is of equal standing and priority of lien on the Net Revenues with the Issuer’s Waste Water Treatment System Revenue Bond, Series 2012A and the Issuer’s Waste Water Treatment System Revenue Bond, Series 2012B (collectively, the “Outstanding Bonds”).

This bond is a single, fully-registered, non-convertible bond in the principal sum of \$440,000.00, issued pursuant to Ordinance No. 212 of the Issuer adopted on June 14, 2012 and Ordinance No. 243 adopted on August 8, 2019 (collectively, the “Ordinances”), and under and in full compliance with the Constitution and statutes of the State of Michigan, including specifically Act 94, Public Acts of Michigan, 1933, as amended, for the purpose of acquiring and constructing improvements to the System. For a complete statement of the revenues from which, and the conditions under which, this bond is payable, a statement of the conditions under which additional bonds of equal standing with this bond and the Outstanding Bonds may hereafter be

issued, and the general covenants and provisions pursuant to which this bond is issued, reference is made to the Ordinances. The Issuer has reserved the right to issue additional bonds of equal standing with this bond and the Outstanding Bonds on conditions stated in the Ordinances.

This bond is a self-liquidating bond and is not a general obligation of the Issuer and does not constitute an indebtedness of the Issuer within any constitutional or statutory debt limitation, but is payable, both as to principal and interest, solely from the Net Revenues of the System. The principal of and interest on this bond is secured by the statutory first lien hereinbefore mentioned.

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

Principal installments of this bond are subject to prepayment prior to maturity, in inverse chronological order, at the Issuer's option, on any date on or after June 1, 2020, at par and accrued interest to the date fixed for prepayment.

Thirty days' notice of the call of any principal installments for prepayment shall be given by mail to the registered owner at the registered address. The principal installments so called for prepayment shall not bear interest after the date fixed for prepayment, provided funds are on hand to prepay said installments.

This bond shall be registered as to principal and interest on the books of the Issuer kept by the Treasurer of the Issuer or successor or written designee as bond registrar and transfer agent (the "Transfer Agent") and noted hereon, after which it shall be transferable only upon presentation to the Transfer Agent with a written transfer by the registered owner or his attorney in fact. Such transfer shall be noted hereon and upon the books of the Issuer kept for that purpose by the Transfer Agent.

Capitalized terms used herein and not defined herein have the meaning set forth in the Ordinances.

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

IN WITNESS WHEREOF, the City of Luna Pier, County of Monroe, State of Michigan, by its City Council, has caused this bond to be signed in its name by its Mayor and to be countersigned by its City Clerk, and its corporate seal to be hereunto affixed, all as of August 9, 2019.

CITY OF LUNA PIER

By _____
Its Mayor

(Seal)

Countersigned:

By _____
Its City Clerk

EXHIBIT A

SERIES 2019 BOND

<u>June 1</u>	<u>Amount</u>	<u>June 1</u>	<u>Amount</u>
2020	\$6,000	2040	\$11,000
2021	6,000	2041	11,000
2022	7,000	2042	11,000
2023	7,000	2043	12,000
2024	7,000	2044	12,000
2025	7,000	2045	12,000
2026	7,000	2046	13,000
2027	7,000	2047	13,000
2028	8,000	2048	13,000
2029	8,000	2049	14,000
2030	8,000	2050	14,000
2031	8,000	2051	14,000
2032	9,000	2052	15,000
2033	9,000	2053	15,000
2034	9,000	2054	16,000
2035	9,000	2055	16,000
2036	10,000	2056	16,000
2037	10,000	2057	16,000
2038	10,000	2058	17,000
2039	10,000	2059	17,000

Section 10. Security for Series 2019 Bonds. The Series 2019 Bonds and the interest thereon shall be payable solely from the Net Revenues. To pay the principal of and interest on the Series 2019 Bonds as and when the same shall become due, there is hereby created a statutory first lien upon the whole of the Net Revenues of the System to continue until the payment in full of the principal of and interest on the Series 2019 Bonds and the Net Revenues shall be set aside for the purpose and identified as the Bond and Interest Redemption Account as hereinafter specified.

Section 11. Budget. Immediately upon the effective date of this Ordinance for the remainder of the current Fiscal Year, and thereafter prior to the beginning of each Fiscal Year, the Issuer shall prepare an annual budget for the System for the ensuing Fiscal Year itemized on the basis of monthly requirements. A copy of such budget shall be mailed to the Government without request from the Government for review prior to adoption (as long as the Government is the registered owner of the Series 2019 Bonds).

Section 12. Custodian of Funds; Funds. The Treasurer of the Issuer shall be the custodian of all funds belonging to or associated with the System and such funds shall be deposited in the Depository Bank. The Treasurer of the Issuer shall execute a fidelity bond with a surety company in an amount at least equal to the minimum amount required by the Government.

The Issuer's Treasurer is hereby directed to create and maintain the following funds and accounts into which the proceeds of the Series 2019 Bonds and the Revenues from the System shall be deposited in the manner and at the times provided in this Ordinance, which funds and accounts shall be established and maintained, except as otherwise provided, so long the Series 2019 Bonds hereby authorized remain unpaid.

(A) CONSTRUCTION ACCOUNT. The proceeds of the Series 2019 Bonds hereby authorized, and no other funds, shall be deposited with the Depository Bank in a separate deposit account to be designated the 2019 WASTE WATER TREATMENT SYSTEM CONSTRUCTION ACCOUNT (the "Construction Account"). Moneys in the Construction Account shall be transferred, expended and used only for the following purposes:

(1) To pay all legal, engineering, financial and other expenses incident to the acquisition and construction of the Project, and incident to the issuance, sale and delivery of the Series 2019 Bonds.

(2) To pay the costs of the acquisition, construction, furnishing and equipping of the Project, or to reimburse the Issuer for funds expended in connection with the foregoing.

Any unexpended balance of the proceeds of sale of the Series 2019 Bonds remaining after completion of the Project herein authorized may in the discretion of the Issuer be used for further improvements, enlargements or extensions to the System, provided that at the time of such expenditure such use be approved by the Department of Treasury (if such approval is then required by law). Any remaining balance after such expenditures shall be paid into the Bond and Interest Redemption Account and used as soon as is practical for the prepayment of installments of the Series 2019 Bonds.

After completion of the Project and disposition of remaining proceeds, if any, of the Series 2019 Bonds pursuant to the provisions of this Section, the Construction Account shall be closed.

(B) **WASTE WATER TREATMENT SYSTEM RECEIVING ACCOUNT.** Upon and after the effective date of this Ordinance, the Revenues of the System shall continue to be set aside as collected and credited to the Waste Water Treatment System Receiving Account established pursuant to the Outstanding Ordinance (the “Receiving Account”). The Revenues credited to the Receiving Account are pledged for the purposes of the funds and accounts established by the Outstanding Ordinance and this Ordinance and shall be transferred or debited from the Receiving Account periodically in the manner and at the times and in the order of priority specified in the Outstanding Ordinance and this Ordinance.

(1) Operation and Maintenance Account. Upon and after the effective date of this Ordinance, the Revenues of the System shall continue to be transferred each quarter of the Fiscal Year from the Receiving Account to the Operation and Maintenance Account established pursuant to the Outstanding Ordinance (the “Operation and Maintenance Account”) to pay the reasonable and necessary current expenses of administration and operating and maintaining the System for the ensuing quarter.

(2) Waste Water Treatment System Bond and Interest Redemption Account. The Waste Water Treatment System Bond and Interest Redemption Account established pursuant to the Outstanding Ordinance (the “Bond and Interest Redemption Account”) shall continue to be maintained by the Issuer. After the transfer required in (1) above, and in addition to the transfers to the Bond and Interest Redemption Account required by the Outstanding Ordinance, Revenues shall be transferred each quarter of the Fiscal Year from the Receiving Account, before any other expenditures or transfer therefrom, and deposited in the Bond and Interest Redemption Account for payment of principal of and interest on the Series 2019 Bonds and the Outstanding Bonds and to fund the Bond Reserve Account, in the amounts and at the times specified below.

Upon any delivery of an installment of the Series 2019 Bonds, there shall be set aside at the time of delivery and on the first day of each quarter of the Fiscal Year thereafter to the next interest payment date an amount equal to that fraction of the amount of interest due on the next interest payment date on said installment so delivered, the numerator of which is 1 and the denominator of which is the number of full and partial Fiscal Year quarters from the date of said delivery to the next interest payment date. There also shall be set aside on the first day of each Fiscal Year quarter after the delivery of the first principal installment an amount not less than 1/2 of the amount of interest due on the next interest payment date on all outstanding installments of the Series 2019 Bonds not delivered during the then current interest payment period. The set aside or deposit of amounts required by this paragraph shall be in addition to the set aside or deposit requirements provided in the Outstanding Ordinance for the Outstanding Bonds.

Commencing upon the delivery of the first delivery installment of the Bond, there shall be set aside at the time of such delivery and on the first day of each quarter of the Fiscal Year thereafter to the next principal payment date, an amount equal to that fraction of the amount of principal due on the next principal payment date on said installment so delivered, the numerator of which is 1 and the denominator of which is the number of full and partial Fiscal Year quarters

from the date of said delivery to the next principal payment date. There shall also be set aside each Fiscal Year quarter on or after the first day of the Fiscal Year quarter after payment of the first principal installment of the Bond, an amount not less than 1/4 of the amount of principal due on the next principal payment date. Except as hereinafter provided, no further deposits shall be made into the Bond and Interest Redemption Account (excluding the Bond Reserve Account) for the Series 2019 Bonds once the aforesaid sums have been deposited therein. Any amount on deposit in the Bond and Interest Redemption Account (excluding the Bond Reserve Account) in excess of (a) the amount needed for payment of principal installments of the Series 2019 Bonds and the Outstanding Bonds for the then current principal payment period, plus (b) interest on the Series 2019 Bonds and the Outstanding Bonds for the then current interest payment period, shall be used by the Issuer for redemption of principal installments of the Series 2019 Bonds or the Outstanding Bonds or, in the alternative, shall be deposited in or credited to the Receiving Account. The set aside or deposit of amounts required by this paragraph shall be in addition to the set aside or deposit requirements provided in the Outstanding Ordinance for the Outstanding Bonds.

If for any reason there is a failure to make such quarterly deposit in the amounts required, then the entire amount of the deficiency shall be set aside and deposited in the Bond and Interest Redemption Account out of the Revenues first received thereafter which are not required by the Outstanding Ordinance or this Ordinance to be deposited in the Operation and Maintenance Account or the Bond and Interest Redemption Account, which amount shall be in addition to the regular quarterly deposit required during such succeeding quarter or quarters.

There was established by the Outstanding Ordinance a separate account within the Bond and Interest Redemption Account designated as the Bond Reserve Account (the "Bond Reserve Account"), which shall continue to be maintained by the Issuer. Commencing with the Fiscal Year quarter beginning on July 1, 2019, there shall be withdrawn from the Receiving Account at the beginning of each Fiscal Year quarter and set aside in and transferred to the Bond Reserve Account, after provision has been made for the Operation and Maintenance Account and the current requirements of the Bond and Interest Redemption Account, the sum of at least \$457.50 per quarter (\$1,830 annually) until there is accumulated in such account the lesser of the sum of \$18,300 or the Reserve Amount for the Series 2019 Bonds. Except as hereinafter provided, no further deposits shall be made into the Bond Reserve Account pursuant to the requirements of this Ordinance once the lesser of the sum of \$18,300 or the Reserve Amount for the Bond has been added to the amounts required to be deposited in the Bond Reserve Account pursuant to the Outstanding Ordinance. The moneys in the Bond Reserve Account shall be used solely for the payment of the principal installments of and interest on the Series 2019 Bonds as to which there would otherwise be default; provided, however, that in the event the amount on deposit in the Bond Reserve Account exceeds the amount then required to be on deposit therein pursuant to the requirements of the Outstanding Ordinance and this Ordinance, the moneys in excess of such requirements shall be used to pay principal installments of and interest on the Series 2019 Bonds or the Outstanding Bonds on the next payment date.

If at any time it shall be necessary to use moneys in the Bond Reserve Account for such payment, then the moneys so used shall be replaced from the Net Revenues first received thereafter which are not required by the Outstanding Ordinance or this Ordinance to be deposited

to the Operation and Maintenance Account or to the Bond and Interest Redemption Account for current principal and interest requirements for the Series 2019 Bonds or the Outstanding Bonds.

No further payments need be made into the Bond and Interest Redemption Account after enough of the principal installments of the Series 2019 Bonds and the Outstanding Bonds have been retired so that the amount then held in the Bond and Interest Redemption Account (including the Bond Reserve Account) is equal to the entire amount of principal and interest which will be payable at the time of maturity of all the principal installments of the Series 2019 Bonds and the Outstanding Bonds then remaining outstanding.

The moneys in the Bond and Interest Redemption Account and the Bond Reserve Account shall be invested in accordance with Section 13 of this Ordinance, and profit realized or income earned on such investment shall be used or transferred as provided in Section 13 of this Ordinance.

(3) Repair, Replacement and Improvement Account. The Repair, Replacement and Improvement Account established by the Outstanding Ordinance (the “RRI Account”) shall continue to be maintained by the Issuer so long as any principal installments of the Series 2019 Bonds remain outstanding. After the transfers required in (1) and (2) above, and so long as any principal installments of the Bond remain outstanding, Revenues shall be transferred each Fiscal Year quarter beginning on July 1, 2019, from the Receiving Account and deposited in the RRI Account in an amount not less than \$7,200 (\$28,800 annually), less the amount, if any, deposited in the Bond Reserve Account for the Series 2019 Bonds at the beginning of the same Fiscal Year quarter in satisfaction of the requirements of Section 12(B)(2) of this Ordinance. Moneys in the RRI Account shall be used and disbursed only for the purpose of paying the cost of (a) repairing any damage to and emergency maintenance of the System, (b) repairing or replacing obsolete, deteriorating, deteriorated or worn out portions of the System, (c) acquiring and constructing extensions and improvements to the System and (d) when necessary, for the purpose of making payment of principal and interest on the Series 2019 Bonds and the Outstanding Bonds. If the amount in the Bond and Interest Redemption Account and the Bond Reserve Account is not sufficient to pay the principal of and interest on the Series 2019 Bonds and the Outstanding Bonds when due, the moneys in the RRI Account shall be transferred to the Bond and Interest Redemption Account and used for that purpose. Moneys in the RRI Account may be invested in accordance with Section 13 of this Ordinance.

(4) General Obligation Debt Account. After the transfers required in (1), (2) and (3) above, Revenues may be transferred from the Receiving Account to a General Obligation Debt Account established by the Issuer (the “G.O. Account”) and utilized by the Issuer to pay debt service on presently existing or future general obligation bond issues of the Issuer or general obligations or contractual obligations of the Issuer incurred or to be incurred for System purposes.

(5) Reverse Flow of Funds; Surplus Money. In the event the moneys in the Receiving Account are insufficient to provide for the current requirements of the Operation and Maintenance Account, the Bond and Interest Redemption Account (including the Bond Reserve Account) or the RRI Account, any moneys and/or securities in the accounts of the System described by this Ordinance shall be transferred, first, to the Operation and Maintenance

Account, second, to the Bond and Interest Redemption Account, and third, to the RRI Account.

All moneys remaining in the Receiving Account at the end of any Fiscal Year after satisfying the above requirements for the deposit of moneys into the Operation and Maintenance Account, the Bond and Interest Redemption Account (including the Bond Reserve Account) and the RRI Account may be transferred to the Bond and Interest Redemption Account and used to call the Series 2019 Bonds or the Outstanding Bonds or portions thereof for redemption, or at the option of the Issuer, transferred to the G.O. Account or the RRI Account and used for the purpose for which such accounts were established; provided, however, that if there should be a deficit in the Operation and Maintenance Account, the Bond and Interest Redemption Account (including the Bond Reserve Account) or the RRI Account, on account of defaults in setting aside therein the amounts hereinbefore required, then transfers shall be made from such moneys remaining in the Receiving Account to such accounts in the priority and order named in this Section, to the extent of such deficits.

Section 13. Investments. Moneys in the funds and accounts established herein and moneys derived from the proceeds of sale of the Series 2019 Bonds may be invested by the Issuer in the obligations and instruments permitted for investment by Section 24 of Act 94, as the same may be amended from time to time; provided, however, that as long as the Series 2019 Bonds are held by the Government, then the investment may be limited to the obligations and instruments authorized by the Government. Investment of moneys in the Bond and Interest Redemption Account being accumulated for payment on the next maturing principal or interest payment on the Series 2019 Bonds shall be limited to obligations and instruments bearing maturity dates prior to the date of the next maturing principal or interest payment on the Series 2019 Bonds. Investment of moneys in the Bond Reserve Account shall be limited to direct obligations of the United States of America or obligations the timely payment of which are fully guaranteed by the United States of America and bearing maturity dates or subject to redemption, at the option of the holder thereof, not later than five (5) years from the date of the investment. In the event investments are made, any securities representing the same shall be kept on deposit with the Depository Bank. Interest income earned on investment of funds in the Receiving Account, the Operation and Maintenance Account and the Bond and Interest Redemption Account (except the Bond Reserve Account) shall be deposited in or credited to the Receiving Account. Interest income earned on the investment of funds in the Bond Reserve Account shall be deposited in the Bond and Interest Redemption Account.

Section 14. Rates and Charges. Rates and charges for the services of the System have been fixed by ordinance in an amount sufficient to pay the costs of operating, maintaining and administering the System, to pay the principal of and interest on the Series 2019 Bonds and the Outstanding Bonds and to meet the requirements for repair, replacement, reconstruction and improvement and all other requirements provided in the Outstanding Ordinance and this Ordinance. The Issuer hereby covenants and agrees to fix and maintain at all times while the Series 2019 Bonds shall be outstanding such rates for service furnished by the System as shall be sufficient to provide for the foregoing expenses, requirements and covenants, and to create a Bond and Interest Redemption Account (including a Bond Reserve Account) for the Series 2019 Bonds and the Outstanding Bonds. The rates and charges for all services and facilities rendered by the System shall be reasonable and just, taking into consideration the cost and value of the

System and the cost of maintaining, repairing, and operating the same and the amounts necessary for the retirement of the Series 2019 Bonds, and accruing interest on the Series 2019 Bonds, and there shall be charged such rates and charges as shall be adequate to meet the requirements of this Section and Section 12 of this Ordinance.

Section 15. No Free Service. No free service shall be furnished by the System to any individual, firm or corporation, public or private or to any public agency or instrumentality.

Section 16. Covenants. The Issuer covenants and agrees, so long as the Series 2019 Bonds hereby authorized remain unpaid, as follows:

(a) It will comply with applicable State laws and regulations and continually operate and maintain the System in good condition.

(b)(i) It will maintain complete books and records relating to the operation and financial affairs of the System. If the Government is the holder of the Series 2019 Bonds, the Government shall have the right to inspect the System and the records, accounts, and data relating thereto at all reasonable times.

(ii) It will cause an annual audit of such books of record and account for the preceding Fiscal Year to be made each year by a recognized independent certified public accountant, and will cause such accountant to mail a copy of such audit to the Government, without request of the Government. Such audit shall be completed and so made available not later than one hundred eighty (180) days after the close of each Fiscal Year.

(c) It will maintain and carry, for the benefit of the holders of the Series 2019 Bonds, insurance on all physical properties of the System, of the kinds and in the amounts normally carried by municipalities engaged in the operation of similar systems. The amount of said insurance shall be approved by the Government. All moneys received for losses under any such insurance policies shall be applied solely to the replacement and restoration of the property damaged or destroyed, and to the extent not so used, shall be used for the purpose of calling the Series 2019 Bonds and the Outstanding Bonds.

(d) It will not voluntarily dispose of or transfer its title to the System or any part thereof, including lands and interest in land, sale, mortgage, lease or other encumbrances, without obtaining the prior written consent of the Government.

(e) Any extensions to or improvements of the System shall be made according to sound engineering principles and specifications shall be submitted to the Government for prior review.

Section 17. Ordinance Shall Constitute Contract. The provisions of this Ordinance shall constitute a contract between the Issuer and the holder of the Series 2019 Bonds and after the issuance of the Series 2019 Bonds this Ordinance shall not be repealed or amended in any respect which will adversely affect the rights and interests of the holder of the Series 2019 Bonds

without the consent of such holder, nor, except as specifically provided herein, shall the Issuer adopt any law, ordinance or resolution in any way adversely affecting the rights of the holder so long as the Series 2019 Bonds or interest thereon remains unpaid.

Section 18. Refunding of Series 2019 Bonds. If at any time it shall appear to the Government that the Issuer is able to refund upon call for redemption or with consent of the Government the then outstanding Series 2019 Bonds by obtaining a loan for such purposes from responsible cooperative or private credit sources at reasonable rates and terms for loans for similar purposes and periods of time, the Issuer will, upon request of the Government, apply for and accept such loan in sufficient amount to repay the Government, and will take all such actions as may be required in connection with such loans.

Section 19. Default of Issuer. The holder of the Series 2019 Bonds, representing in the aggregate not less than twenty percent (20%) of the entire principal amount thereof then outstanding, may, by proper suit, action, mandamus or other proceeding, protect and enforce the statutory lien upon the Net Revenues of the System, and may, by proper suit, action, mandamus or other proceeding, enforce and compel performance of all duties of the officers of the Issuer, including the fixing of sufficient rates, the collection of Revenues, the proper segregation of the Revenues of the System and the proper application thereof. The statutory lien upon the Net Revenues, however, shall not be construed as to compel the sale of the System or any part thereof.

If there shall be any default in the payment of the principal of or interest on the Series 2019 Bonds, any court having jurisdiction in any proper action may appoint a receiver to administer and operate the System on behalf of the Issuer, under the direction of the court, and by and with the approval of the court, to perform the duties of the officers of the Issuer more particularly set forth herein and in Act 94.

The Issuer hereby agrees to transfer to any bona fide receiver or other subsequent operator of the System, pursuant to any valid court order in a proceeding brought to enforce collection or payment of the Issuer's obligations, all contracts and other rights of the Issuer, conditionally, for such time only as such receiver or operator shall operate by authority of the court.

Section 20. Ordinance Subject to Michigan Law and Government Regulations. The provisions of this Ordinance are subject to the laws of the State of Michigan and to the present and future regulations of the Government not inconsistent with the express provisions hereof and Michigan law.

Section 21. Fiscal Year of System. The fiscal year for operating the System shall be the Fiscal Year.

Section 22. Issuer Subject to Loan Resolution. So long as the Government is holder of the Series 2019 Bonds, the Issuer shall be subject to the loan resolution (RUS Bulletin 1780-27) and shall comply with all provisions thereof.

Section 23. Covenant Not to Defeas. So long as the Government is the holder of the Bond, the Issuer covenants that it will not defease the Series 2019 Bonds.

Section 24. Certain Determinations. The Mayor and the City Clerk are each hereby individually authorized to adjust the final bond details set forth herein to the extent necessary or convenient to complete the transactions authorized herein, and in pursuance of the foregoing each is authorized to exercise the authority and make the determinations authorized pursuant to Section 7a(1)(c) of Act 94, including, but not limited to, determinations regarding interest rates, prices, discounts, maturities, principal amounts, denominations, dates of issuance, interest payment dates, redemption rights, the place of delivery and payment, and other matters, *provided* that the aggregate principal amount of the Bonds issued hereunder shall not exceed \$4,873,000, the interest rate on the Series 2019A Bond shall not exceed 2.750% per annum, the interest rate on the Series 2019B Bond shall not exceed 2.125% per annum, and the final principal payment of the Bonds shall be due and payable within forty (40) years of the date of issuance of the Bonds. The Mayor and the City Clerk are each hereby authorized to confirm the final terms and details of the Series 2019 Bonds by execution of the Series 2019 Bonds.

Section 25. Negotiated Sale to the Government. The Issuer has considered the option of selling the Bonds through a competitive sale and a negotiated sale and determines to sell the Series 2019 Bonds to the Government in a negotiated sale in order to obtain interest rates and other terms not generally available from conventional municipal bond market sources and for the opportunities provided by a negotiated sale to the Government to select and adjust the terms of the Series 2019 Bonds, including the prepayment of the principal of the Series 2019 Bonds at any time without premium.

Section 26. Authorization of Other Actions. The Mayor, the City Treasurer and the City Clerk are each authorized and directed to execute and deliver all other agreements, documents and certificates and to take all other actions necessary to complete the issuance and delivery of the Series 2019 Bonds in accordance with this Ordinance.

Section 27. Conflict and Severability. All ordinances, resolutions and orders or parts thereof in conflict with the provisions of this Ordinance are to the extent of such conflict hereby repealed, and each section of this Ordinance and each subdivision of any section hereof is hereby declared to be independent, and the finding or holding of any section or subdivision thereof to be invalid or void shall not be deemed or held to affect the validity of any other section or subdivision of this Ordinance.

Section 28. Paragraph Headings. The paragraph headings in this Ordinance are furnished for convenience of reference only and shall not be considered to be a part of this Ordinance.

Section 29. Publication and Recordation. This Ordinance shall be published in full in the *The Monroe News* or another newspaper of general circulation in the Issuer, qualified under State law to publish legal notices, promptly after its adoption, and the same shall be recorded in the Ordinance Book of the Issuer and such recording authenticated by the signatures of the Mayor and the City Clerk.

Section 30. Effective Date. This Ordinance is hereby determined by the City Council to be immediately necessary for the preservation of the peace, health and safety of the Issuer and shall be in full force and effect from and after its passage and publication as required by law.

Passed and adopted by the City Council of the City of Luna Pier, County of Monroe, State of Michigan, on August 8, 2019.

James Gardner, Mayor

(Seal)

Attest:

DeAnn Parran, City Clerk

I hereby certify that the foregoing constitutes a true and complete copy of an Ordinance duly adopted by the City Council of the City of Luna Pier, County of Monroe, State of Michigan, at a regular meeting held on the 8th day of August, 2019, and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, as amended, and that the minutes of said meeting were kept and will be or have been made available as required by said Act.

I further certify that the following Council members were present at said meeting: Welton, Gramza, Grimes, Russell, Meadows, Wakeman, Mayor Gardner and that the following Council members were absent: None

I further certify that Council member Welton moved adoption of said Ordinance, and that said motion was supported by Council member Wakeman.

I further certify that the following Council members voted for adoption of said Ordinance: Welton, Gramza, Grimes, Russell, Meadows, Wakeman, Mayor Gardner and that the following Council members voted against adoption of said Ordinance: None

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

DeAnn Parran, City Clerk