

**MINUTES OF THE
SPECIAL MEETING OF THE HIGHLAND PAK CITY COUNCIL**

July 9, 2013

Council convened at 6:10 p.m. with Council President Christopher Woodard presiding.

Present: Councilmember Moore, Councilmember McClary and President Woodard. (3)

Absent: Council Pro Tem Lewis and Councilmember Patrick (2) (excused).

A quorum being present, Council was declared in session.

The Clerk read the following notice.

I, Council President Woodard do hereby call a Special Meeting of the Highland Park City Council on Tuesday, July 9, 2013 at 6:00 p.m. pursuant to Section 5-3 (b) of the Highland Park City Charter.

The purpose of the meeting:

- 1. To review, discuss and approve the Letter of Credit for Fifth Third Bank.**

The following resolution was submitted for approval.

07-09-1

**Moved by Councilmember McClary
Supported by Councilmember Moore**

**City of Highland Park
County of Wayne, State of Michigan**

RESOLUTION REGARDING RENEWAL OF LETTER OF CREDIT

WHEREAS, on November 6, 2007, the voters of the City of Highland Park, County of Wayne, State of Michigan (the "City") authorized the issuance by the City of its Unlimited Tax General Obligation Financial Recovery Bonds in the principal amount of not-to-exceed Twenty-Seven Million Dollars (\$27,000,000) (the "Bonds") for the purpose of providing funds to pay unfunded pension liabilities and other pension related obligations of the City; and

WHEREAS, the City delivered the Bonds to the Michigan Municipal Bond Authority as variable rate demand financial recovery bonds; and

WHEREAS, Fifth Third Bank has provided a direct-pay letter of credit (the "Letter of Credit") to secure payment of debt service on the bonds of the Michigan Municipal Bond Authority pursuant to a Reimbursement Agreement between the City and Fifth Third Bank, dated as of June 1, 2008, as first amended by the First Amendment to Reimbursement Agreement dated April 28, 2011 and as further amended and restated by the Amended and Restated Reimbursement Agreement dated as of July 15, 2011 between the City and Fifth Third Bank (the "Restated Reimbursement Agreement") as further amended by a First Amendment to Amended and Restated Reimbursement Agreement, date as of July 20, 2012 (the "Amended and Restated Reimbursement Agreement"); and

WHEREAS, the Letter of Credit issued by Fifth Third Bank is due to expire on September 15, 2013 and the City is obligated to deliver a renewal of the Letter of Credit or take certain other steps by July 19, 2013; and

WHEREAS, Fifth Third Bank has presented the City with the Terms and Conditions to renew the Letter of Credit in the form presented with this Resolution (the "Terms and Conditions"); and

WHEREAS, the Terms and Conditions require the City to enter into a Second Amendment to Amended and Restated Reimbursement Agreement (the "Second Amendment to Restated Reimbursement Agreement") between the City and Fifth Third Bank; and

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Terms and Conditions as presented to Council with this Resolution are hereby approved, and the Mayor of the City, or his designee, is hereby directed to execute the Terms and Conditions on behalf of the City and deliver the executed Terms and Conditions to Fifth Third Bank, with such changes and insertions in consultation with counsel and the City's registered municipal advisor as may be necessary or desirable and permitted by law.

2. The City hereby approves the renewal of the Letter of Credit as described in by the Terms and Conditions. The Second Amendment to the Restated Reimbursement Agreement as presented to Council with this Resolution is hereby approved. The Mayor, or his designee, is

hereby authorized to execute and deliver the Second Amendment to the Amended and Restated Reimbursement Agreement with provisions required by the Terms and Conditions with such changes and insertions in consultation with counsel and the City's registered municipal advisor as may be necessary or desirable and permitted by law.

3. Miller, Canfield, Paddock and Stone, P.L.C. is hereby retained as bond counsel in connection with the renewal of the letter of Credit. The City recognizes that Miller, Canfield, Paddock and Stone, P.L.C., has represented from time to time, and currently represents, the Michigan Finance Authority (including as bond counsel to the Michigan Finance Authority on transactions directly related to the City), the State Treasurer, and Fifth Third Bank. The City requests, and consents to the representation by, Miller, Canfield, Paddock and Stone, P.L.C. to represent the City in connection with the Second Amendment to the Reimbursement Agreement, notwithstanding the concurrent representation of the Michigan Finance Authority (including as bond counsel to the Michigan Finance Authority on transactions directly related to the City), the State Treasurer, and Fifth Third Bank regarding any unrelated matter.

5. The officers, administrators, agents and attorneys of the City are authorized and directed to execute and deliver certificates, other agreements or other documents as may be necessary to effectuate the transactions described in this Resolution and to take all other actions necessary and convenient to facilitate the transactions described in this Resolution.

6. All resolutions and parts of resolutions, insofar as they conflict with the provisions of this resolution, are hereby rescinded.

BE IT FINALLY RESOLVED that a copy of this resolution becomes a part of the official records of the City of Highland Park. **Yeas (3), Nays (0), Absent (2)**


ADJOURNMENT:

**Moved by Councilmember Moore
Supported by Councilmember McClary**

To adjourn the meeting; motion carried meeting adjourn at 7:30 p.m.

CERTIFICATE

I, hereby certify that the attached is a copy of the proposed minutes of a Special Meeting held on the 9th day of July 2013 and that said proposed minutes are available for public inspection at the address designated on the posted public notice.



Brenda J. Green, City Clerk