ECONOMIC DEVELOPMENT CORPORATION

Hospital Finance & Brownfield Redevelopment Authorities

Kimberly L. Murphy
County Administrator

301 N. Main St, Adrian, MI 49221
p: 517-264-4508 | **f:** 517-264-4512
lenawee.mi.us

MEMBERS
Thomas Boldt, David Maxwell, Michael Jacobitz,
Dawn Bales, Jeff Ehlert, Jessica Sattler, David Stimpson
Heidi Cannon, Kimberly Murphy, Steve Muth, Robert Fox

MEETING LOCATION
Chambers
301 N. Main Street - Adrian, MI

Minutes: Wednesday, June 21, 2023 – 10:00 a.m.

Present: D. Bales, D. Maxwell, T. Boldt, J. Ehlert, H. Cannon, K. Murphy, S. Muth, and B. Fox

Absent: D. Stimpson, J. Statler, and M. Jacobitz

Also Present: Steven Frank (Miller, Canfield, Paddock, and Stone), Pam Howard (Siena Heights University), and Shannon Elliot

Motion by Bales, seconded by Cannon, to approve the agenda as presented. Motion Carried.

I. Approval of Minutes

Motion by Ehlert, seconded by Cannon, to approve the October 26, 2021, minutes. Motion Carried.

II. Bond re-issuance – Siena Heights University

Mr. Miller reviewed the background of previously issued bonds for the benefit of Siena Heights University and amendments proposed by the bank currently holding them.

The Board of Commissioners conducted a public hearing and adopted a resolution on June 14th granting public approval of the reissuance in satisfaction of the public approval requirement of the Code.

A resolution approving the Supplemental Indentures for the purpose of making the amendments to the terms of the Outstanding Bonds as summarized, and authorizes the President, the Secretary, and the Treasurer (the "Authorized Officers") to execute and deliver the Supplemental Indentures on behalf of the EDC when they are in final form. The resolution also authorizes the Authorized Officers to execute a new tax certificate, Internal Revenue Service Form 8038, and other documents and certificates necessary to maintain the tax-exempt status of the interest on the Outstanding Bonds.

Motion by Maxwell, seconded by Cannon, to adopt the following resolution.

Resolution Approving Execution and Delivery Of Supplemental Trust Indentures For Certain Outstanding Bonds and Approving Certain Other Matters Relating Thereto Siena Heights University Projects

A. The Economic Development Corporation of the County of Lenawee (the "Issuer") has previously issued several series of bonds for the benefit of Siena Heights University, a Michigan nonprofit corporation (the "University"), including the following: (i) Variable Rate Demand Revenue Bonds, Series 2010 (Siena Heights University Project) (the "Series 2010 Bonds"); (ii) Variable Rate Limited Obligation Revenue Bonds, Series 2016 (Siena Heights University Project) (the "Series 2016 Bonds"); and (iii) Variable Rate Limited Obligation Revenue Bonds, Series 2019 (Siena Heights University Project) (the "Series 2019 Bonds").
B. The Series 2010 Bonds were issued pursuant to a Trust Indenture, dated as of December 1, 2010, as previously supplemented and amended (the "2010 Indenture"), between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). The Series 2016 Bonds were issued pursuant to a Trust Indenture, dated as of December 1, 2016, as previously supplemented and amended (the "2016 Indenture"), between the Issuer and the Trustee. The Series 2019 Bonds were issued pursuant to a Trust Indenture, dated as of December 1, 2019 (the "2019 Indenture"), between the Issuer and the Trustee.
C. The Series 2010 Bonds, the Series 2016 Bonds and the Series 2019 Bonds (collectively, the "Outstanding Bonds") were purchased by First American Bank (the "Bank").
D. The Outstanding Bonds bear interest at variable rates based on the London Interbank Offered Rate ("LIBOR"). Effective June 30, 2023, LIBOR will cease to be available as a representative interest rate benchmark. As a result, it is necessary to amend the terms of each of the 2010 Indenture, the 2016 Indenture and the 2019 Indenture in order to establish a replacement interest rate benchmark for LIBOR prior to the discontinuation of LIBOR (collectively, the "LIBOR Replacement Amendments").
E. The University and the Bank also propose to make certain modifications to the principal amortization schedules for the Series 2010 Bonds and the Series 2016 Bonds in order to achieve more level aggregate annual debt service (the "Principal Payment Amendments").
F. At the request of the University, the Bank has agreed to extend its credit commitment period for each series of the Outstanding Bonds, during which period the Bank will agree to continue to hold all of the Outstanding Bonds. It is necessary to make certain amendment to the terms of each of the 2010 Indenture, the 2016 Indenture and the 2019 Indenture in order to implement the extension of the Bank's credit commitment period for each series of the Outstanding Bonds (collectively, the "Commitment Extension Amendments").
G. In order to effectuate the LIBOR Replacement Amendments, the Principal Payment Amendments and the Commitment Extension Amendments, as applicable to each series of the Outstanding Bonds, the University has requested that the Issuer and the Trustee approve (i) certain amendments to the 2010 Indenture pursuant to Supplemental Indenture Number 3 to the 2010 Indenture (the "2010 Supplemental Indenture"), (ii) certain amendments to the 2016 Indenture pursuant to Supplemental Indenture Number 2 to the 2016 Indenture (the "2016 Supplemental Indenture"), and (iii) certain amendments to the 2019 Indenture pursuant to Supplemental Indenture Number 1 to the 2019 Indenture (the "2019 Supplemental Indenture").
H. The Issuer desires to authorize the President, the Secretary and the Treasurer (each, an "Authorized Officer"), or any of them individually, to negotiate, execute and deliver, on behalf of the Issuer, the 2010 Supplemental Indenture, the 2016 Supplemental Indenture and the 2019 Supplemental Indenture.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Approval of Supplemental Indentures; Replacement Bonds. The forms of the 2010 Supplemental Indenture, the 2016 Supplemental Indenture and the 2019 Supplemental Indenture (collectively, the "Supplemental Indentures") on file with the Secretary are hereby approved, subject to such

changes and insertions as, upon the advice of Bond Counsel, are not materially adverse to the Issuer. Each Authorized Officer is individually authorized to execute and deliver the Supplemental Indentures in the forms approved hereby, with such changes and insertions as may be necessary or desirable, permitted by applicable law, and not materially adverse to the Issuer in the opinion of Bond Counsel.

In connection with the execution and delivery of the Supplemental Indentures, the President and the Secretary are hereby authorized to execute and deliver replacement bonds on behalf of the Issuer in substitution for, and in replacement of, the definitive Series 2010 Bonds, Series 2016 Bonds and Series 2019 Bonds previously issued and delivered by the Issuer (each, a “Replacement Bond”). The Replacement Bond for each of the Series 2010 Bonds, the Series 2016 Bonds and the Series 2019 Bonds shall be substantially as set forth in the 2010 Supplemental Indenture, the 2016 Supplemental Indenture and the 2019 Supplemental Indenture, respectively, with such appropriate variations, omissions and insertions as are approved by Bond Counsel to the Issuer. Each Replacement bond shall be executed on behalf of the Issuer, and authenticated by the Trustee, in the manner provided in the 2010 Indenture, the 2016 Indenture and the 2019 Indenture, as the case may be.

2. Authorization of Tax Certificate and Other Documents. If determined to be necessary or advisable by Bond Counsel in connection with the execution and delivery of the Supplemental Indentures, each Authorized Officer is individually authorized to approve and execute one or more Non-Arbitrage Certificates relating to the Outstanding Bonds and to execute and file, or cause to be filed with the Internal Revenue Service, one or more IRS Forms 8038, together with such other certificates and documents as may be required in order that the interest on the Outstanding Bonds continue to be excluded from gross income for federal income tax purposes.
3. Bond Counsel. The firm of Miller, Canfield, Paddock and Stone, P.L.C. of Detroit, Michigan, is hereby designated and retained by the Issuer as Bond Counsel with respect to the transactions authorized by this Resolution. All fees and expenses of Bond Counsel in connection with the transactions authorized by this Resolution shall be the sole responsibility of the University, and the Issuer shall have no obligation for the payment of such fees and expenses.
4. Approval of Other Actions. Each Authorized Officer is hereby individually authorized to approve, execute and deliver such other agreements, certificates and documents as may be necessary in order to carry out and give effect to the transactions authorized by this Resolution.
5. Conflicting Resolutions. All resolutions or parts of resolutions to the extent that they conflict with the provisions of this Resolution are hereby rescinded.

Motion Carried by a unanimous roll call vote.

III. Public comment

There was no public comment.

IV. Adjournment

Motion by Bales, seconded by Cannon, to adjourn the meeting at 10:12 a.m. Motion Carried.

DB/klm/rdb