

**CHARTER TOWNSHIP OF COMMERCE
TOWNSHIP BOARD SPECIAL MEETING**

2009 Township Drive
Commerce Township, MI 48390
Tuesday September 28, 2010, 7:00 p.m.

CALL TO ORDER: Supervisor Zoner called the meeting to order at 7:00 p.m.

PLEDGE OF ALLEGIANCE

ROLL CALL:

Present: **TOWNSHIP BOARD**

Thomas K. Zoner, Supervisor
Sandra Abrams, Clerk
Debra Kirkwood, Trustee
Susan Gross, Treasurer
Rick Sovel, Trustee
Robert Long
Daniel P. Munro

Absent: None

Item 1: Resolution Regarding 2003 Taxable Adjustable Rate Downtown Development Bonds.

MOTION by Gross, second by Abrams to approve the Resolution Regarding 2003 Taxable Adjustable Rate Downtown Development Bonds (Comerica Bank Letter of Credit proposal and Appointment of Replacement Remarketing Agent) and authorize the appropriate signatures.

ROLL CALL VOTE

AYES: Zoner, Abrams, Kirkwood, Gross, Sovel, Long, Munro

NAYS: None

ABSENT: None

MOTION CARRIED UNANIMOUSLY

Item 2: Resolution to Establish the Township Fire Protection Special Assessment District.

Item 3: Resolution to Establish the Township Police Protection Special Assessment District.

Both Items 2, and 3, moved to the end of the agenda in order to clarify the wording of the resolutions.

Item 4: Budget Discussion

Discussion of Fire Department Hiring Program. Discussion of all aspects of the Township Budget including but not limited to the Library and Library Building Fund, Township General Fund, Sewer Fund, and Water Fund.

Item 2: Fire Protection Special Assessment District (taken out of order)

MOTION by Abrams, Second by Gross, to approve a Resolution Tentatively Declaring the Intent of the Charter Township of Commerce to establish a 10 Year Special Assessment District to Fund Fire Protection Operations and Supporting Structures, Equipment and Related Costs.

MOTION CARRIED UNANIMOUSLY

Item 3: Police Protection Special Assessment District (taken out of order)

MOTION by Abrams, Second by Gross, to approve a Resolution Tentatively Declaring the Intent of the Charter Township of Commerce to Establish a 10 Year Special Assessment District to Fund Police Protection Operations and Supporting Structures, Equipment and Related Costs.

MOTION CARRIED UNANIMOUSLY

As there were no other matters to come before the Board,

MOTION by Abrams, Second by Sovel to adjourn. Motion carried unanimously. Meeting adjourned at 9:25 p.m.



Sandra Abrams, MMC
Clerk, Charter Township of Commerce

CHARTER TOWNSHIP OF COMMERCE

At a regular meeting of the Township Board of the Charter Township of Commerce (the "Township"), County of Oakland, State of Michigan, held in the Township Hall on Tuesday, September 28, 2010, at 7:00 p.m., Michigan time, there were:

Present: Zoner, Abrams, Kirkwood, Gross, Sovel, Long, Munro

Absent: None

The following preamble and resolution were offered by Gross and seconded by Abrams:

RESOLUTION REGARDING 2003 TAXABLE ADJUSTABLE RATE DOWNTOWN DEVELOPMENT BONDS (COMERICA BANK LETTER OF CREDIT PROPOSAL AND APPOINTMENT OF REPLACEMENT REMARKETING AGENT)

WHEREAS, the Township issued its 2003 Taxable Adjustable Rate Downtown Development Bonds (Limited Tax General Obligation) in the original principal amount of \$13,000,000 (the "2003 Bonds") to assist the Commerce Township Downtown Development Authority (the "Authority") in financing improvements within the Authority's Development Area No. 1 pursuant to a development plan and tax increment financing plan approved by the Authority under Act 197, Public Acts of Michigan, 1975, as amended, and pursuant to the provisions of a Bond Authorizing Resolution and related Trust Indenture (the "Indenture"), between the Township and U.S. Bank National Association, as successor Trustee;

WHEREAS, the 2003 Bonds are primarily payable from and secured by the Authority's tax increment revenues derived from Township, Oakland County and Oakland County Community College taxes levied on properties in Development Area No. 1, and are further secured by the limited tax general obligation pledge of the Township;

WHEREAS, the 2003 Bonds are subject to optional and mandatory tender, and to provide for the remarketing of such tendered bonds the Township entered into a remarketing agreement with Raymond James & Associates, Inc., to serve as Remarketing Agent under the Indenture;

WHEREAS, to provide for the payment of the purchase price of the 2003 Bonds following tender of such bonds in the event of a failure to remarket some or all tendered 2003 Bonds, the Township arranged for a Liquidity Facility (as defined in the Indenture) to be provided by Comerica Bank ("Comerica") pursuant to Standby Bond Purchase Agreement between the Township and Comerica;

WHEREAS, the Comerica Liquidity Facility is scheduled to expire November 2, 2011, and it is proposed that the 2003 Bonds be refunded in full through the issuance of a series of Township refunding bonds (the "Refunding Bonds") structured similarly to the Township's 2008 Taxable Adjustable Rate Downtown Development Refunding Bonds (Limited Tax General Obligation), maintaining the same principal maturity and redemption schedule as the 2003 Bonds;

WHEREAS, Comerica has offered to issue an irrevocable direct-pay letter of credit securing the payment of the principal and purchase price of, and interest on, the Refunding Bonds for an initial term of three (3) years (the "Letter of Credit"), which proposal is contained in a memorandum to the Township dated September 7, 2010 and which is subject to final Comerica credit review and approval (the "Comerica Proposal");

WHEREAS, the terms and conditions set forth in the Comerica Proposal are substantially the same terms and conditions as those currently in effect with respect to maintenance of the Liquidity Facility, with the additional requirement that the Township maintain a \$1,500,000 deposit account with Comerica;

WHEREAS, if the Township accepts the Comerica Proposal, such acceptance will not obligate the Township to proceed with the issuance of the Refunding Bonds and the Comerica Letter of Credit transaction, which will be subject to future approval of a bond authorizing resolution by the Township Board;

WHEREAS, the additional security provided to bondholders by the Comerica Letter of Credit will result in lower weekly adjustable interest rates on the Refunding Bonds than on the 2003 Bonds and significant interest cost savings over time, exceeding the costs of issuing the Refunding Bonds and obtaining and maintaining the Comerica Letter of Credit;

WHEREAS, the Indenture for the 2003 Bonds permits the removal of the Remarketing Agent and the appointment of a new Remarketing Agent for the Bonds, and it has been determined that Stern Brothers & Co. has the experience, resources and proven ability to remarket bonds comparable to the 2003 Bonds at competitive weekly interest rates, and that such firm should be engaged to serve as successor Remarketing Agent for the 2003 Bonds at the same fees as those charged by the current Remarketing Agent;

WHEREAS, at its regular meeting of September 21, 2010, the Authority adopted a Resolution requesting that the Township Board take all actions necessary to approve and accept the Comerica Proposal, and to provide for the removal of Raymond James & Associates, Inc. as Remarketing Agent and the appointment of Stern Brothers & Co. as the new Remarketing Agent for the 2003 Bonds; and,

WHEREAS, the Township has determined that it is in the best interests of the Township and the Authority for the Township to accept the Comerica Proposal and to appoint a new Remarketing Agent as described above.

NOW, THEREFORE, IT IS RESOLVED THAT:

1. Comerica Bank Letter of Credit Proposal. The Township hereby approves the Comerica Proposal, and authorizes and directs the Authorized Officers (as defined below) to take all necessary and appropriate actions to approve and accept the Comerica Proposal.

2. Appointment of New Remarketing Agent. The Township hereby approves the removal of Raymond James & Associates, Inc. as the Remarketing Agent with respect to the 2003 Bonds and the appointment of Stern Brothers & Co. as the new Remarketing Agent, and further approves the execution and delivery by an Authorized Officer (as defined below) of a

Remarketing Agreement with the new Remarketing Agent, having substantially the same tenor as the Remarketing Agreement with the current Remarketing Agent, and any related agreements in such regard, and further ratifies and approves all actions taken and to be taken by the Authorized Officers in connection with such appointment and removal.

3. Execution and Delivery of Required Documents. The Supervisor, Clerk and Treasurer (each an "Authorized Officer"), or any one of them, are authorized and directed on behalf of the Township to execute and deliver the agreements specifically referenced above and such other related instruments, certificates, notices and documents, and to take such actions as may be necessary and appropriate in connection with the matters set forth in the foregoing Resolution or as otherwise may be required to implement the terms and intent of this Resolution.

4. Conflicting Resolutions. All resolutions and parts of resolutions in conflict with the foregoing are hereby rescinded.

A roll call vote on the foregoing resolution was taken, the result of which is as follows:

YES: Zoner, Abrams, Kirkwood, Gross, Sovel, Long, Munro

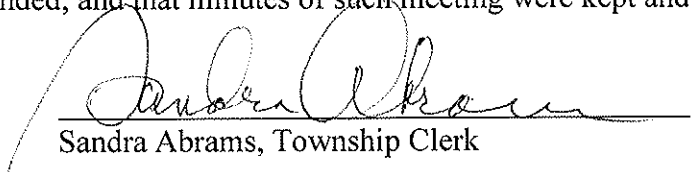
NO: None

ABSTAIN: None

THE RESOLUTION WAS THEREUPON DECLARED ADOPTED.

CERTIFICATION

I, the undersigned, the duly qualified and acting Clerk of the Charter Township of Commerce, Oakland County, Michigan, do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Township Board of Trustees at a regular meeting held on September 28, 2010, the original of which is on file in my office, and that such meeting was conducted and public notice thereof was given pursuant to and in compliance with Act No. 267, Michigan Public Acts of 1976, as amended, and that minutes of such meeting were kept and are available as required by such Act.


Sandra Abrams, Township Clerk

Dated: September 28, 2010

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