

**CHARTER TOWNSHIP OF COMMERCE
REGULAR BOARD OF TRUSTEES MEETING**

Tuesday, November 9, 2010

2009 Township Drive
Commerce Township, Michigan 48390

CALL TO ORDER: Supervisor Thomas Zoner called the meeting to order at 7:00 p.m. and introduced the members of the Board.

PLEDGE OF ALLEGIANCE TO FLAG

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

Also Present: Phillip Adkison, Township Attorney
Hans Rentrop, Township Attorney
Loren Crandell, Giffels-Webster Engineers

APPROVAL OF MINUTES

MOTION by Abrams, supported by Gross, to approve the Regular Township Board meeting minutes of October 12, 2010, and the Quarterly Township Board meeting minutes of October 26, 2010, as submitted.

MOTION CARRIED UNANIMOUSLY

PRESENTATIONS:

None

PETITIONS:

None

ITEM 1:11-9 APPROVAL OF AGENDA

MOTION by Abrams, supported by Gross, to approve the Agenda.

MOTION CARRIED UNANIMOUSLY

ITEM 2:11-9 PUBLIC COMMENTS

No one present had any comments.

ITEM 3:11-9 PUBLIC HEARINGS

A. Special Projects No. 31 – Roll Resolution

Supervisor Thomas Zoner opened the Public Hearing.

No one present had objections.

Supervisor Thomas Zoner closed the Public Hearing.

MOTION by Gross, supported by Abrams, to approve the Resolution Confirming Special Assessment Roll for the Special Assessment District Designated Special Projects No. 31. Resolution attached.

ROLL CALL VOTE:

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

NAYS:

MOTION CARRIED UNANIMOUSLY

ITEM 4:11-9 ACI FINANCE

A. Resolution Authorizing 2010 Taxable Adjustable Rate Downtown Development Refunding Bonds.

Mr. Al Diebel from Stern Brothers was present to explain the bonds and answer questions.

MOTION by Gross, supported by Abrams, to approve the Bond Authorizing Resolution 2010 Taxable Adjustable Rate Downtown Development Refunding Bonds (Limited Tax General Obligation). Resolution attached.

ROLL CALL VOTE:

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

NAYS:

MOTION CARRIED UNANIMOUSLY

ITEM 5:11-9 BOARD APPOINTMENTS

None

ITEM 6:11-9 CONTRACT AWARDS AND AGREEMENT

A. Maple Glen Master Plan

Dan Munro stated the Parks and Recreation Committee recommend approval.

MOTION by Munro, supported by Abrams, to approve the recommendation of the Parks and Recreation Committee to award the Master Design Plan for Maple Glen Park to the low bidder, Wade Trim, for \$9,300.00.

MOTION CARRIED UNANIMOUSLY

ITEM 7:11-9 INTRODUCTIONS

None

ITEM 8:11-9 ADOPTIONS

None

ITEM 9:11-9 SITE CONDOMINIUMS AND PLATS

None

ITEM 10:11-9 CONSENT AGENDA

- A. Approve the Banner Permit for West Oakland Railroad Museum.**
- B. Pancreatic Cancer Awareness Month Resolution.**
- C. Budget Amendment 10-04**

MOTION by Abrams, supported by Gross, to approve the Consent Agenda.

ROLL CALL VOTE:

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

NAYS:

MOTION CARRIED UNANIMOUSLY

ITEM 11:11-9 PURCHASES

None

ITEM 12:11-9 OLD BUSINESS

None

ITEM 13:11-9 NEW BUSINESS

A. Job Description – Technology Manager

MOTION by Munro, supported by Abrams to approve the job description for the Director of Technology (name change) and approve the salary range of \$44,000.00 – \$52,000.00.

ROLL CALL VOTE:

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

NAYS: Kirkwood

MOTION CARRIED

MOTION by Sovel, supported by Abrams to offer the Director of Technology position to Ben Sebrowski at a starting salary of \$47,000.00.

ROLL CALL VOTE:

AYES: Sovel, Abrams, Munro, Zoner, Gross

NAYS: Kirkwood, Long

MOTION CARRIED

**ITEM 14:11-9 2011 DOWNTOWN DEVELOPMENT AUTHORITY BUDGET –
Tabled 10-26-10**

MOTION by Sovel, supported by Munro, to remove 2011 Downtown Development Authority Budget from the Table.

MOTION CARRIED UNANIMOUSLY

MOTION by Sovel, supported by Gross, to approve the 2011 Downtown Development Authority Budget with the following 2011 expenditures changes: Public Relations & Communications - \$2,500.00, Legal - \$75,000.00 and Property Marketing & Promotion - \$10,000.00.

ROLL CALL VOTE:

AYES: Sovel, Gross, Abrams, Munro, Zoner

NAYS: Kirkwood, Long

MOTION CARRIED

ITEM 15:11-9 ORDERS

MOTION by Abrams, supported by Kirkwood, to approve the orders and additions.

MOTION CARRIED UNANIMOUSLY

ITEM 16:11-9 OTHER MATTERS

Sovel – we are going into mediation with the Fire Department on December 20, 2010.

ITEM 17:11-9 CLOSED SESSION


None

ITEM 18:11-9 ADJOURNMENT

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

MOTION by Abrams, supported by Sovel, to adjourn at 7:56 p.m.

MOTION CARRIED UNANIMOUSLY


Sandra Abrams, MMC
Clerk, Charter Township of Commerce

**RESOLUTION CONFIRMING SPECIAL ASSESSMENT ROLL FOR
THE SPECIAL ASSESSMENT DISTRICT DESIGNATED
Special Projects No. 31**

At the regular meeting of the Township Board of the Charter Township of Commerce, Oakland County, Michigan (the "Township"), held in the Township Hall on the 9th day of November, 2010, at 7:00 p.m.

PRESENT: Thomas Zoner, Sandra Abrams, Susan Gross, Daniel Munro, Robert Long, Rick Sovel, Debra Kirkwood

ABSENT: None

The following preamble and resolution were offered by Susan Gross and supported by Sandra Abrams.

WHEREAS, The Township Board has determined it is reasonable, necessary and in the interest of the public health, safety and welfare of the inhabitants of the Township to establish a Special Assessment District to finance capital and other miscellaneous charges related to the connection to the public water and sewer systems, and has tentatively designated a Special Assessment District against which costs of the improvement are to be assessed ("The Project"), and;

WHEREAS, The Township Board has determined to finance The Project by advancing funds from the Township Improvement Revolving Fund in accordance with Act No. 188, Public Acts of Michigan, 1954, as amended, and;

WHEREAS, the Township Board has determined to use Special Assessments to repay the Township Revolving Fund, and;

WHEREAS, the Special Assessment District for The Project has been determined by the Township and has been designated as Special Projects No. 31 Special Assessment District, and;

WHEREAS, the Township Board has directed the Township Supervisor to prepare the proposed Special Assessment Roll, and;

WHEREAS, the Township Supervisor has prepared the proposed Special Assessment Roll and has filed the proposed Special Assessment Roll with the Township Clerk, and;

WHEREAS, the Township Board has scheduled a public hearing on the proposed Special Assessment Roll, and notice of the hearing was properly provided, and;

WHEREAS, the Township Board conducted the public hearing on the Special Assessment roll at a regular meeting of the Township Board held on the 9th day of November, 2010, at 7:00 p.m. at the Township offices.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Payment of Project Costs. Project costs shall be paid with funds advanced from the Township Improvement Revolving Fund.
2. Roll Filed. The Township Board acknowledges that the Township Supervisor has filed the proposed Special Assessment Roll for the Special Projects No. 31 Special Assessment District (the "Roll") with the Township Clerk, and has certified that the Roll was prepared in accordance with the Township Board's directions and in accordance with the laws of the State of Michigan.
3. Roll Confirmed. In accordance with the provisions of Michigan Public Act 359 of 1947, as amended, and Michigan Public Act 188 of 1954, as amended, and the laws of the State of Michigan, the Township Board hereby confirms the Roll and directs that the assessments made therein shall be collected.
4. Future Installments - Principal. The Township Board determines that each Special Assessment may be paid in ten (10) separate installments. The first installment shall be due on or before February 14, 2011, and the second installment due February 14, 2012. Each subsequent installment shall be due at intervals 12 months from the due date of the second installment.
5. Future Installments - Interest. All unpaid installments shall bear interest, payable annually on each installment due date, at the rate of eight percent (8%) per annum.
6. Ratification of Notice. The form and content of the notice published and mailed to property owners in the Special Assessment District by the Township Clerk with respect to the public hearing held on the 9th day of November, 2010, and all actions of Township officials in scheduling such hearing, are hereby approved, ratified and confirmed.
7. Inconsistent Prior Resolutions. All previously adopted resolutions that are in conflict with this resolution are repealed to the extent of such conflict.
8. Reimbursement. The Special Assessment District shall reimburse the Township Improvement Revolving Fund for all money advanced for The Project together with outstanding interest thereon.
9. Appeals. In order to appeal the amount of any special assessment, affected owners or parties with an interest must protest the proposed assessment. This may be done by appearing in

EXHIBIT A

Water

17-28-426-040

Sewer

17-01-156-004
17-01-326-014
17-06-327-009
17-07-151-027
17-07-251-004
17-07-301-021
17-10-377-028
17-10-405-006
17-10-408-010
17-12-452-010
17-12-480-041
17-23-179-002

**RESOLUTION OF THE TOWNSHIP BOARD
OF THE CHARTER TOWNSHIP OF COMMERCE
APPROVING CONSENT AGENDA**

At the Regular Meeting of the Township Board of the Charter Township of Commerce, County of Oakland, Michigan, held on the 9th day of November, 2010, in the Township Hall at 7:00 p.m.

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

ABSENT: None

The following resolution approving the Consent Agenda of November 9, 2010 Board of Trustees Meeting of the Charter Township of Commerce was offered by Abrams and supported by Gross.

NOW, THEREFORE, BE IT RESOLVED THAT THE TOWNSHIP BOARD OF THE CHARTER TOWNSHIP OF COMMERCE:

- A. Approved the Banner Permit for West Oakland Railroad Museum.
- B. Approved the Pancreatic Cancer Awareness Month Resolution.
- C. Approved the Budget Amendment 10-04.

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

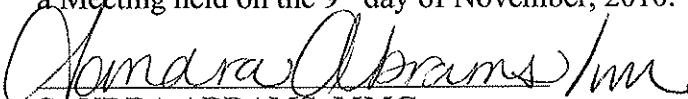
NAYS: None

ABSENT: None

RESOLUTION DECLARED ADOPTED

STATE OF MICHIGAN)
) s.
COUNTY OF OAKLAND)

I, the undersigned duly qualified Township Clerk of the Charter Township of Commerce, Oakland County, Michigan, do hereby certify the foregoing is a true and complete copy of the proceedings taken by the Township Board of the Charter Township of Commerce at a Meeting held on the 9th day of November, 2010.


SANDRA ABRAMS, MMC
Clerk, Charter Township of Commerce

Dated: 11-10-2010

**CHARTER TOWNSHIP OF COMMERCE
BUDGET AMENDMENT
FISCAL YEAR 2010**

AMENDMENT 10-04

	<u>Amount Budgeted</u>	<u>Amended Budget</u>	<u>Difference</u>
Fund 101 - GENERAL FUND			
Expenditures			
Sheriff			
101-301-818-002 OVERTIME	87,500.00	129,500.00	42,000.00
Fund206 - FIRE FUND			
Exepnditures			
206-000-702-003 OVERTIME	27,000.00	70,000.00	43,000.00

The above Resolution was offered by Abrams, supported by Gross at a Regular meeting of the Township Board of the Charter Township of Commerce on the 9th day of November, 2010 at the Township Hall at 7:00 p.m.

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

NAYS:

ABSENT:

The Resolution was adopted November 9, 2010.

CHARTER TOWNSHIP OF COMMERCE

At a regular meeting of the Board of Trustees of the Charter Township of Commerce (the "Township"), County of Oakland, State of Michigan, held at the Township Hall, on Tuesday, November 9, 2010, at 7:00 p.m., Michigan time, there were

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

Absent: None

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

BOND AUTHORIZING RESOLUTION **2010 Taxable Adjustable Rate** **Downtown Development Refunding Bonds** **(Limited Tax General Obligation)**

WHEREAS, the Charter Township of Commerce (the "Township") created the Commerce Township Downtown Development Authority (the "DDA") pursuant to Act 197, Public Acts of Michigan, 1975, as amended (the "Act"); and

WHEREAS, pursuant to the Act, the DDA prepared its Third Amended Development Plan and Tax Increment Financing Plan for the DDA's Development Area No. 1, which was subsequently amended and is currently known as the Fifth Amended Development Plan and Tax Increment Financing Plan (the "Plan"), which has been approved by the Township Board; and

WHEREAS, the DDA determined that it was necessary and appropriate to finance part of the project costs of the Plan, particularly the costs of: (1) land acquisition; (2) acquisition and renovation of existing buildings for use as municipal facilities on one or more of the sites; (3) infrastructure relocation and construction on one or more of the sites (including utility relocation, new utility infrastructure, new roadways, improvement and partial relocation of existing roadways, removal and replacement of signage, and construction of walkways, bike paths and parkways); and, (4) development of the sites for private investment and municipal facilities (collectively, the "Project"); and

WHEREAS, the Township issued and sold its 2003 Taxable Adjustable Rate Bonds (Limited Tax General Obligation) to finance the costs of the Project, in the aggregate principal amount of \$13,000,000, of which \$11,325,000 is currently outstanding (the "Prior Bonds"), pursuant to Section 16(1) of the Act, primarily secured by the DDA's tax increment revenues derived from Township, Oakland County and Oakland County Community College taxes levied on properties in the DDA's Development Area No. 1, which were irrevocably pledged by the

DDA to such purpose, and further secured by the limited tax general obligation pledge of the Township; and

WHEREAS, the purchase price of Prior Bonds tendered by the holders thereof has been secured by the Standby Bond Purchase Agreement of Comerica Bank (the "Bank"), while the payment of principal and interest on the Prior Bonds is not credit-enhanced; and

WHEREAS, the marketability of, and correspondingly the variable interest rate borne by, the Prior Bonds have been adversely affected by developments in the market for variable rate demand and similar obligations; and

WHEREAS, the Township and the DDA have determined, upon the advice of their financial advisors, that it is necessary and appropriate to refund the Prior Bonds in full (the "Refunding"), through the issuance and sale by the Township of federally taxable variable rate demand bonds in an aggregate principal amount not to exceed \$11,325,000, which are to be fully credit-enhanced as to principal, purchase price, and interest, by an irrevocable direct pay letter of credit of the Bank, and which bonds (and related reimbursement obligations with respect to payments on the Bonds made by the Bank for the account of the Township), which are to be secured in the same manner as the Prior Bonds by DDA tax increment revenues and the limited tax general obligation pledge of the Township, and which are to be further payable from other available DDA moneys, including, without limitation, the proceeds of the sale of certain properties within Development Area No. 1 by the DDA (the "Land Sale Proceeds"); and

WHEREAS, it has been determined by the Township's financial advisors that the net present value of the principal and interest to be paid on the Bonds, including costs of issuance and credit enhancement fees, will be less than the net present value of the principal and interest to be paid on the Prior Bonds.

NOW, THEREFORE, IT IS RESOLVED THAT:

1. Cost of Refunding. The estimated cost of the Refunding, including bond issuance costs and initial credit enhancement fees, is determined to be not more than \$11,525,000

2. Bond Details. The Township shall borrow not to exceed \$11,325,000 and issue its bonds therefor (the "Bonds"), pursuant to Section 16(1) of the Act and the Plan, to finance only the costs of the Refunding up to the outstanding principal amount of the Prior Bonds. The DDA shall be responsible for paying all other costs of the Refunding, including payment of all accrued interest on the Prior Bonds to the earliest optional redemption date, costs of issuing the Bonds, and related credit enhancement fees of the Bank. The Bonds shall be designated as "Charter Township of Commerce 2010 Taxable Adjustable Rate Downtown Development Refunding Bonds (Limited Tax General Obligation)." The Bonds shall be subject to the provisions of an Indenture of Trust (the "Indenture"), in the form attached hereto as Exhibit A and incorporated herein by reference, which provisions may be modified by the Authorized Officers (as defined below) prior to delivery of the Bonds, to the extent such modifications are in the judgment of such officers necessary, appropriate and not inconsistent with the terms of this Resolution.

The Bonds shall be fully registered Bonds, both as to principal and interest, registrable upon the books of the Trustee, and may be issued in the denominations provided for in the Indenture, numbered from 1 upwards. The Bonds shall bear interest at one or more adjustable rates, as provided in the Indenture. Upon their original issuance and delivery the Bonds shall bear interest at the Weekly Rate (as defined in the Indenture). Bonds initially issued shall be dated the date of their issuance and delivery, and bear interest from that date or from the Interest Payment Date through which interest has been paid. Interest shall be payable on the applicable Interest Payment Date as provided for in the Indenture. The Bonds shall have a stated maturity date not later than October 1, 2018, being the original maturity date of the Prior Bonds, and shall be subject to the annual mandatory redemptions in the same years and in the same principal amounts as were applicable to the Prior Bonds, and shall have such other terms and conditions as set forth in the Indenture and as the Treasurer shall otherwise determine which are not inconsistent with the Indenture or the other provisions of this Resolution. The principal of and interest on the Bonds shall be payable in the first instance from the Tax Increment Revenues and, to the extent necessary, from the Land Sale Proceeds, except as otherwise provided in Section 6.04 of the Indenture with respect to draws by the Trustee upon the Letter of Credit (as defined in the Indenture), and shall be further secured as provided in Section 8 hereof.

The Bonds shall be issued in substantially the form attached as Exhibit A to the Indenture, with such changes, additions or deletions as are not inconsistent with the Indenture and this Resolution.

3. Trustee. U.S. Bank National Association, Detroit, Michigan, is hereby appointed as the Trustee, to perform all duties of such position as set forth in this Resolution and the Indenture. Such institution's acceptance of such appointment and duties shall be evidenced by its execution of the Indenture. The Township reserves the right to replace the Trustee, subject to the limitations set forth in the Indenture.

4. Transfer or Exchange of Bonds. Any Bond shall be transferable on the bond register maintained by the Trustee with respect to the Bonds at any time prior to the applicable date of record preceding an interest payment date upon the surrender of the Bond together with an assignment executed by the registered owner or his or her duly authorized attorney in form satisfactory to the Trustee. Upon receipt of a properly assigned Bond, the Trustee shall authenticate and deliver a new Bond or Bonds in equal aggregate principal amount and like interest rate and maturity to the designated transferee or transferees.

Bonds may likewise be exchanged at any time prior to the applicable date of record preceding an interest payment date for one or more other Bonds with the same interest rate and maturity in authorized denominations aggregating the same principal amount as the Bond or Bonds being exchanged. Such exchange shall be effected by surrender of the Bond to be exchanged to the Trustee with written instructions signed by the registered owner of the Bond or his or her attorney in form satisfactory to the Trustee. Upon receipt of a Bond with proper written instructions, the Trustee shall authenticate and deliver a new Bond or Bonds to the registered owner of the Bond or his or her properly designated transferee or transferees or attorney.

The Trustee shall not be required to honor any transfer or exchange of Bonds during the period from the applicable date of record preceding an interest payment date to such interest payment date. Any service charge made by the Trustee for any such registration, transfer or exchange shall be paid by the Township. The Trustee may, however, require payment by a bondholder of a sum sufficient to cover any tax or other governmental charge payable in connection with any such registration, transfer or exchange.

5. Book Entry Only Form. The Bonds shall be issued pursuant to the book-entry-only system operated by The Depository Trust Company (“DTC”) or any substitute or successor securities depository as described in the Indenture.

The Supervisor, Township Clerk and Treasurer (the “Authorized Officers”), or any one of them, are hereby authorized and directed to execute the standard form of DTC Letter of Representations relating to the Bonds (or a DTC Blanket Issuer Letter of Representations) on behalf of the Township.

Notwithstanding any other provision of this Resolution to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of, premium, if any, and interest on such Bonds, and all notices with respect to such Bonds shall be made and given, respectively, to DTC as provided in the Letter of Representations.

The procedures set forth in Section 210(d) of the Indenture shall apply in the event that DTC determines to discontinue providing its services with respect to the Bonds at any time by giving notice to the Township and discharging its responsibilities; or the Township discontinues use of DTC (or substitute depository or its successor) at any time upon determination by the Township that the use of DTC (or substitute depository or its successor) is no longer in the best interests of the Township and the beneficial owners of the Bonds.

6. Execution, Authentication and Delivery. The Supervisor and the Township Clerk are hereby authorized and directed to execute the Bonds for and on behalf of the Township by manually executing the Bonds, or by causing their facsimile signatures to be affixed to the Bonds, when issued and sold for and on behalf of the Township. The Bonds shall be sealed with the seal of the Township or a facsimile thereof. No Bonds shall be valid until authenticated by an authorized officer or representative of the Trustee. The Bonds shall be delivered to the Trustee for authentication and shall then be delivered to the purchasers in accordance with instructions from the Township upon receipt in full of the purchase price for the Bonds. The Indenture is hereby approved in substantially the form presented to the Township Board, and the Supervisor and Township Clerk are hereby authorized and directed to execute and deliver the Indenture on behalf of the Township, with such revisions thereto as such Authorized Officers deem necessary, appropriate and not inconsistent with the terms of this Resolution.

7. Tax Increment Revenues as Primary Security for Payment of Bonds. The Bonds are being issued in anticipation of, and the principal of and interest thereon shall be payable primarily from, the DDA’s Tax Increment Revenues (as defined below), except to the extent funded by the Trustee’s draws upon the Letter of Credit pursuant to the Indenture. The DDA has irrevocably pledged the Tax Increment Revenues for such purpose (including reimbursement to

the Bank of payments made under the Letter of Credit) as a lien, senior to all other existing liens on such revenues created as security for payment of principal and interest on obligations issued by the Township and the DDA pursuant to the Act (the "Junior Bonds").

The Tax Increment Revenues, as defined in the Act, which the DDA will receive pursuant to the Act and the Plan include taxes levied in Development Area No. 1 by the Township, the County of Oakland, and Oakland County Community College (the "Tax Increment Revenues"), commencing with the year beginning January 1, 2010 through December 31, 2018. The Tax Increment Revenues shall include any and all reimbursements or payments of any description provided to the DDA by the State of Michigan or any fund or account of the State of Michigan by reason of any reduction in operating millage leviable by any local unit of government or taxing authority, or by reason of any reduction in the valuation of property or the percentage of the reduction in the valuation of property or the percentage of the true cash value of property subject to ad valorem taxation, or any credit against taxation or resulting directly or indirectly from any change in the Constitution or laws of the State of Michigan as in effect on the date of this Resolution.

Commencing with the fiscal year beginning January 1, 2010, the collections of Tax Increment Revenues and, to the extent necessary, the Land Sale Proceeds, shall be first transferred by the DDA to the Township to or at the direction of the Township Treasurer, for deposit in the Debt Retirement Fund established pursuant to Section 9 hereof, until the amount so transferred is equal to all payments of principal of and interest on the Bonds coming due prior to the next collection of taxes, plus any amounts necessary to reimburse the Township for general fund moneys previously advanced to payment of the Bonds as a result of deficiencies in Tax Increment Revenues. The moneys so transferred shall be used solely for such purposes.

The Township hereby irrevocably pledges 100% of the Tax Increment Revenues to the payment of principal of and interest on the Bonds. The registered owners shall have a lien on the Tax Increment Revenues, senior to the liens created as security for payment of the Junior Bonds. The Township agrees not to amend any existing agreement, enter into any agreement, approve the issuance of any bond, note or other evidence of indebtedness or approve any amendments to the Plan or take any other action which grants a priority or lien on the Tax Increment Revenues which is not subordinate to the priority and lien created hereunder, or which will otherwise jeopardize the DDA's funding of or the Township's ability to make the required payments of principal of and interest on the Bonds as provided in the Indenture and this Resolution.

The Project Financing Agreement between the Township and the DDA, dated November 1, 2003, with respect to the collection and remittance by the DDA of the Tax Increment Revenues to the Township and matters pertaining to the Project, shall be amended and restated to reflect the issuance of the Bonds and to confirm the continuing obligation of the DDA to remit the Tax Increment Revenues and, to the extent necessary, the Land Sale Proceeds, to the Township to fund payments of principal of and interest on the Bonds (or reimbursement of the Bank for payments made under the Letter of Credit) and to reimburse the Township for any payments made pursuant to its limited tax general obligation pledge in the event of any shortfall in Tax Increment Revenues. The Supervisor and Township Clerk are hereby authorized and directed to execute and deliver the Project Financing Agreement as so amended and restated on

behalf of the Township, with such revisions thereto as such Authorized Officers deem necessary, appropriate and not inconsistent with the terms of this Resolution and the Indenture.

8. Limited Tax Pledge as Further Security for Payment of Bonds. The Township further irrevocably pledges its full faith and credit for the payment of principal of and interest on the Bonds, subject to existing constitutional, statutory and charter limitations. If at any time the Tax Increment Revenues are not sufficient to pay such principal and interest when due, the Township shall as a first budget obligation advance sufficient moneys from its general funds to make up such deficiency, including the collection of any ad valorem taxes which the Township is authorized to levy, but any such levy shall be subject to applicable constitutional, charter and statutory tax rate limitations.

9. Debt Retirement Fund. There is hereby created and established a special depository account to be maintained by the Treasurer and to be named Charter Township of Commerce 2010 Downtown Development Bonds Debt Retirement Fund (the "Debt Retirement Fund"). Moneys shall be deposited in the Debt Retirement Fund as follows:

- (a) the collections of Tax Increment Revenues and, to the extent necessary, Land Sale Proceeds received by the DDA;
- (b) any amounts required to be paid by the Township pursuant to its full faith and credit pledge as provided in Section 8 of this Resolution and any other moneys which the Township determines shall be deposited in such fund; and
- (c) the proceeds of any other Security for the Bonds not otherwise held by the Trustee under the Indenture.

Moneys in the Debt Retirement Fund shall first be transferred to the Bank as reimbursement to the extent that the Bank has honored and paid in full draws by the Trustee upon the Letter of Credit, next to the Bond Fund at such times and in such amounts necessary to pay principal of, interest and premium, if any, on the Bonds as and when due, and lastly to reimburse the Township for any advances made pursuant to Section 8 of this Resolution to the extent of any surplus. The Township shall invest any moneys held as part of the Debt Retirement Fund as permitted by Michigan law.

10. Contract with Bondholders. The provisions of this Resolution together with the Indenture as executed and delivered by the Authorized Officers at the time of execution and delivery of the Bonds shall constitute a contract between the Township and the holder or holders of the Bonds from time to time, and after the issuance of the Bonds. The provisions of this Resolution shall be enforceable by appropriate proceedings taken by such holder under the law.

11. Negotiated Sale of the Bonds. Pursuant to Section 309(1) of Act 34, Public Acts of Michigan, 2001, as amended, the Township hereby determines to sell the Bonds at a negotiated sale. The Township hereby determines that a negotiated sale will provide the Township with greater flexibility in structuring bond maturities and in the timing of the sale of the Bonds, and will enable the Township to market the Bonds at the most favorable interest rates and upon the most advantageous terms available.

Stern Brothers & Co. (the "Underwriter") is hereby appointed and retained to arrange for and to underwrite the sale of the Bonds in accordance with the terms of this Resolution. The Treasurer is hereby authorized to negotiate the sale of the Bonds to the Underwriter in consultation with the Township's financial advisor. The Supervisor and Township Clerk are hereby authorized to execute and deliver such documents as may be necessary or convenient to complete the sale of the Bonds, including, without limitation, a Bond Purchase Agreement in substantially the form presented to the Township Board on this date, the definitive form of which shall contain the final pricing terms, including issue size, underwriter's discount, annual mandatory redemption schedule and amounts, initial Weekly Rate period, optional and mandatory redemption terms, underwriter's discount and bond premium or bond discount, and with such other revisions as such Authorized Officers deem necessary, appropriate and not inconsistent with the terms of this Resolution and the Indenture.

The Authorized Officers are further severally authorized to do all other acts and to take all other actions and other necessary procedures required to effectuate the private sale, issuance and delivery of the Bonds, including the reduction of the principal amount of the Bonds to be issued, if the Treasurer determines that the full authorized amount thereof is not necessary to complete the Refunding. The Authorized Officers shall not be required to secure an amendment to this Resolution or other approval of the Township if any reduction produces a bond issue whose terms remain within the terms and parameters of this Resolution, or if such reduction or alteration is insignificant or insubstantial.

The use and distribution by the Underwriter of an official statement or offering circular with respect to the Bonds (the "Offering Circular"), in substantially the form submitted to the Township Board, the final form of which shall contain the definitive terms of the Bonds as to be negotiated and agreed to in the Bond Purchase Agreement, is hereby authorized and approved. The Authorized Officers, or any one of them, are authorized and directed to provide information relative to the Bonds, the DDA and the Township for inclusion in the Offering Circular, and, to the extent requested by the Underwriter, are hereby authorized and directed to sign the Offering Circular on behalf of the Township.

12. Letter of Credit. Comerica Bank (the "Bank") is hereby appointed as the issuer of the Initial Letter of Credit (as defined in the Indenture) during the initial Weekly Rate period. The Reimbursement Agreement between the Township and the Bank is hereby approved in substantially the form presented to the Township Board, and the Supervisor and Township Clerk are hereby authorized and directed to execute and deliver the Reimbursement Agreement on behalf of the Township, with such revisions thereto as such Authorized Officers deem necessary and appropriate. The Indenture may be revised by the Authorized Officers as necessary to conform to the terms of the Reimbursement Agreement, including provisions relating to the initial term of the Letter of Credit as determined by the Authorized Officers and the term loan facility as set forth therein, the amortization of which shall be determined by the Authorized Officers but which may in no event exceed the annual mandatory redemption schedule and final maturity date of the Bonds.

13. Remarketing Agent. Stern Brothers & Co. is hereby appointed as Remarketing Agent (in such capacity, the "Remarketing Agent"), as provided for under Section 8.09 of the Indenture, for the purpose of performing the duties and obligations specified therein. The

Remarketing Agreement between the Township and the Remarketing Agent is hereby approved in substantially the form presented to the Township Board, and the Supervisor and Township Clerk are hereby authorized and directed to execute and deliver the Remarketing Agreement on behalf of the Township, with such revisions thereto as such Authorized Officers deem necessary, appropriate and not inconsistent with the terms of this Resolution and the Indenture.

14. Covenants of the Township. The Township covenants and agrees with the successive holders of the Bonds that so long as any of the Bonds remain unpaid as to either principal or interest:

- (a) The Township will punctually perform all of its obligations and duties under this Resolution and the Indenture and will collect and apply the Tax Increment Revenues and other available moneys paid by the DDA, in the manner required under this Resolution and the Act.
- (b) The Township will promptly and punctually perform all of its legal obligations and duties relative to the prompt payment of the principal of and interest on the Bonds by virtue of the pledge of its full faith and credit for the payment thereof under the terms of this Resolution.
- (c) The Township will apply and use the proceeds of sale of the Bonds solely for the purposes set forth in Article VI of the Indenture and as otherwise required by the provisions of this Resolution, the Indenture and the Act.
- (d) The Township will maintain and keep proper books of record and account relative to the collection and application of the Tax Increment Revenues and other moneys received from the DDA. Not later than three (3) months after the end of each year, the Township shall cause to be prepared a statement, in reasonable detail, sworn to by an Authorized Officer, showing the cash receipts of Tax Increment Revenues from the DDA during such year and the application thereof, and such other information as may be necessary to enable any taxpayer or any registered owner of the Bonds, or anyone acting in their behalf, to be fully informed as to all matters pertaining to the collection and application of the Tax Increment Revenues, or for the payment of the Bonds during such year. A certified copy of said statement shall be filed with the DDA and the Township Treasurer.

15. Mutilated, Lost, Stolen or Destroyed Bonds. In the event any Bond is mutilated, lost, stolen or destroyed, the Township Supervisor and the Township Clerk may, on behalf of the Township, execute and deliver, or order the Trustee to authenticate and deliver, a new Bond having a number not then outstanding, of like date, maturity, interest rate and denomination as that mutilated, lost, stolen or destroyed Bond.

In the case of a mutilated Bond, a replacement Bond shall not be delivered unless and until such mutilated Bond is surrendered to the Trustee. In the case of a lost, stolen or destroyed Bond a replacement Bond shall not be delivered unless and until the Township and the Trustee shall have received such proof of ownership and loss and indemnity as they determine to be sufficient, which shall consist at least of (i) a lost instrument bond for principal and interest

remaining unpaid on the lost, stolen or destroyed Bond; (ii) an affidavit of the registered owner (or his or her attorney) setting forth ownership of the Bond lost, stolen or destroyed and the circumstances under which it was lost, stolen or destroyed; (iii) the agreement of the owner of the Bond (or his or her attorney) to fully indemnify the Township and the Trustee against loss due to the lost, stolen or destroyed Bond and the issuance of any replacement Bond in connection therewith; and (iv) the agreement of the owner of the Bond (or his or her attorney) to pay all expenses of the Township and the Trustee in connection with the replacement, including the transfer and exchange costs which otherwise would be paid by the Township.

16. Defeasance or Redemption of Bonds. If at any time,

(a) the whole amount of the principal of and interest on all outstanding Bonds shall be paid, or

(b) (i) sufficient moneys, or Government Obligations (as defined in this Section) not callable prior to maturity, the principal of and interest on which when due and payable will provide sufficient moneys, to pay the whole amount of the principal of and premium, if any, and interest on all outstanding Bonds as and when due at maturity or upon redemption prior to maturity shall be deposited with and held by a trustee or an escrow agent for the purpose of paying the principal of and premium, if any, and interest on such Bonds as and when due, and (ii) in the case of redemption prior to maturity, all outstanding Bonds shall have been duly called for redemption (or irrevocable instructions to call such Bonds for redemption shall have been given), then, at the time of the payment referred to in clause (a) of this Section or of the deposit referred to in clause (b) of this Section, the Township shall be released from all further obligations under this resolution, and any moneys or other assets then held or pledged pursuant to this Resolution for the purpose of paying the principal of and interest on the Bonds (other than the moneys deposited with and held by a trustee or an escrow agent as provided in clause (b) of this Section) shall be released from the conditions of this resolution, paid over to the Township and considered excess proceeds of the Bonds. All moneys and Government Obligations so deposited and held shall be held in trust and applied only to the payment of the principal of and premium, if any, and interest on the Bonds at maturity or upon redemption prior to maturity, as the case may be, as provided in this Section.

The trustee or escrow agent referred to in this Section shall (a) be a bank or trust company permitted by law to offer and offering the required services, (b) be appointed by an Authorized Officer (as defined herein) and (c) at the time of its appointment and so long as it is serving as such, have at least \$25,000,000 of capital and unimpaired surplus. The same bank or trust company may serve as trustee or escrow agent under this Section and as Trustee so long as it is otherwise eligible to serve in each such capacity.

As used in this Section, the term "Government Obligations" means direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America.

17. Retention of Bond Counsel. The law firm of Dykema Gossett PLLC, of Bloomfield Hills, Michigan, is hereby retained to act as nationally recognized bond counsel for the Township in connection with the issuance and sale of the Bonds.

18. Retention of Financial Consultant. The financial consulting firm of ACI Finance, Inc. of Mason, Michigan, is hereby retained to act as financial consultant and advisor for the Township in connection with the issuance and sale of the Bonds.

19. Authorized Officer Actions. The Authorized Officers, or any one of them, are authorized on behalf of the Township to apply for such rulings, orders and approvals and file or submit appropriate elections or other documents to any federal, state or local governmental agency in order that the Bonds may be validly issued and, if applicable, cause the interest thereon to be exempt from federal income taxation. Such Authorized Officers, or any one of them, are further authorized to execute and deliver such other certificates, documents, instruments and other papers as may be required or may be necessary or convenient to effectuate the valid sale and delivery of the Bonds in accordance with the terms thereof.

20. Continuing Financial Disclosure. The Township shall provide continuing financial disclosure in compliance with Securities and Exchange Commission Rule 15c2-12 during the term of the Bonds, and the Authorized Officers, or any one of them, are authorized to execute a Continuing Disclosure Undertaking relating to the Bonds. The Authorized Officers are severally authorized and directed on behalf of the Township to take all necessary action and to execute and deliver such documents as may be required to satisfy the Township's obligations under such Continuing Disclosure Undertaking, including any appropriate supplements thereto.

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

22. Effective Date of Resolution. This Resolution shall become effective immediately upon its passage.

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

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

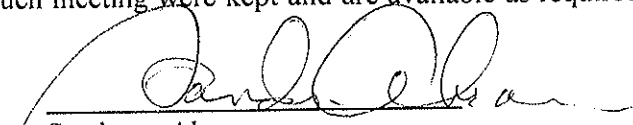
NO: None

ABSTAIN: None

THE RESOLUTION WAS THEREUPON DECLARED ADOPTED.

CERTIFICATION

I, the undersigned, the duly qualified and acting Township Clerk of the Charter Township of Commerce, Michigan, do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Township Board at a regular meeting held on November 9, 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: November 10, 2010

EXHIBIT A
FORM OF INDENTURE OF TRUST

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