

Enclosure: VI.A.

THE GROSSE POINTE PUBLIC SCHOOL SYSTEM
Grosse Pointe, Michigan

AGENDA NUMBER & TITLE: VI.A.

**Approval of Series II Bond Sale
Resolution**

BACKGROUND INFORMATION:

On November 6, 2018 the qualified electors of our District voted in favor of our bond proposal for \$111,040,000. On February 26, 2019 the Board of Education issued series I of our 2018 bonds in the principal amount of \$65,760,000, of which \$58,465,000 was issued to finance the projects authorized in the 2018 bond proposal. The 2019 bonds were sold with an original issue premium of \$9,489,109.75, which is counted against the total bond authorization.

In order to complete the remainder of the bond program, we are requesting the Board of Education approve the resolution to sell series II of our 2018 bonds in the aggregate, not to exceed principal amount of \$43,085,000.

The resolution drafted by Miller Canfield is enclosed for your review.

REQUEST:

The Board of Education approve the resolution to sell series II of our 2018 bond issue as presented.

Amanda Matheson
Deputy Superintendent for Business Operations

6/10/2021

**RESOLUTION AUTHORIZING
2021 SCHOOL BUILDING AND SITE BONDS
(UNLIMITED TAX GENERAL OBLIGATION)**

Grosse Pointe Public School System
County of Wayne, State of Michigan

Minutes of a regular meeting of the Board of Education of the Grosse Pointe Public School System, County of Wayne, State of Michigan (the "School District"), held in the School District on June 14, 2021 at 7:00 p.m., local time.

PRESENT: Members _____

ABSENT: Members _____

The following preamble and resolution were offered by Member _____ and supported by Member _____:

WHEREAS, at a Regular School Election held in the School District on November 6, 2018 (the "2018 Election"), the qualified electors of the School District voted in favor of the following bond proposal (the "2018 Bond Proposal"):

BOND PROPOSAL

Shall the Grosse Pointe Public School System, County of Wayne, Michigan, borrow the principal sum of not to exceed One Hundred Eleven Million Forty Thousand Dollars (\$111,040,000) and issue its general obligation unlimited tax bonds for the purpose of defraying the cost of:

- remodeling and/or constructing additions, primarily additions for secure vestibules, to existing School District buildings, including security, roof, energy conservation and mechanical systems improvements;
- equipping, furnishing, reequipping and refurnishing School District buildings;
- acquiring and installing technology infrastructure and instructional technology equipment; and
- improving and developing sites, including outdoor athletic facilities, paving, fencing, and drains, in the School District?

YES

NO

The debt millage levy required to retire all bonds of the School District currently outstanding and proposed by this ballot proposal is estimated to be at or below 1.50 mills higher than the debt millage levy for 2018. The estimated millage to be levied in 2019 to service this issue of bonds is 1.82 mills (\$1.82 per \$1,000 of taxable value) and the estimated simple average annual millage rate required to retire the bonds of this issue is 2.21 mills (\$2.21 per \$1,000 of taxable value). The bonds may be issued in multiple series, payable in the case of each series in not to exceed 21 years from the date of issue of such series.

(Under State law, bond proceeds may not be used to pay teacher or administrator salaries, routine maintenance or repair costs or other School District operating expenses.)

WHEREAS, under the provisions of Section 16, Article IX of the Michigan Constitution of 1963, the tax levies for said bonds authorized pursuant to the 2018 Election shall be without limitation as to rate or amount; and

WHEREAS, pursuant to the 2018 Election, the Board of Education previously issued its 2019 School Building and Site and Refunding Bonds (Unlimited Tax General Obligation), dated February 26, 2019 (the "2019 Bonds") in the principal amount of \$65,760,000, of which \$58,465,000 was issued for the purpose of financing the projects described in the 2018 Bond Proposal; and

WHEREAS, due to prevailing market conditions at the time of sale of the 2019 Bonds, such bonds were sold with original issue premium, of which \$9,489,109.75 is counted against the total \$111,040,000 authorization pursuant to the 2018 Bond Proposal, and which may be offset in the future by any net original issue discount, leaving \$43,085,890.25 in remaining 2018 Bond Proposal authorization at this time; and

WHEREAS, the board of the School District now desires to authorize the issuance of the second series of bonds authorized pursuant to the 2018 Bond Proposal in the aggregate principal amount of not to exceed Forty-Three Million Eighty-Five Thousand Dollars (\$43,085,000) to pay the cost of projects authorized pursuant to the 2018 Bond Proposal (the "2021 Capital Projects") and the costs associated with the issuance of the bonds; and

WHEREAS, the aggregate principal amount of bonds to be issued and sold pursuant to this resolution shall not exceed Forty-Three Million Eighty-Five Thousand Dollars (\$43,085,000).

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Bonds of the School District designated **2021 School Building and Site Bonds (Unlimited Tax General Obligation)** (the "Bonds"), are authorized to be issued in one or more series with appropriate designations, in the aggregate principal amount of not to exceed Forty-Three Million Eighty-Five Thousand Dollars (\$43,085,000) or such lesser amount as shall be determined by the Superintendent or the Deputy Superintendent for Business Operations (each, an "Authorized Officer") upon sale of the Bonds, for the purpose of paying a portion of the costs of

the 2021 Capital Projects and to pay costs of issuance of the Bonds. The issue shall consist of bonds registered as to principal and interest of the denomination of \$5,000 or integral multiples thereof, be dated as of the date of delivery or such other date as shall be determined by an Authorized Officer at the time of sale of the Bonds, and numbered as determined by the Transfer Agent (hereinafter defined). The Bonds will mature on May 1st in the years and in the principal amounts as determined at the time of sale of the Bonds.

The Bonds shall bear interest at a rate or rates to be determined upon negotiated sale thereof, but in any event not exceeding a true interest cost of six percent (6.00%) per annum, payable semi-annually on May 1st and November 1st as determined by an Authorized Officer at the time of sale. The underwriter's discount on the Bonds shall not exceed three quarters of one percent (0.75%) of the principal amount of the Bonds.

If the delivery of the Bonds of any series is delayed beyond the year 2021 due to market or other conditions, the dated date of the Bonds, the designation of the Bonds, the names of the funds established by this resolution and the first year of the tax levy with respect to the Bonds may be adjusted accordingly by an Authorized Officer to reflect the year of issue.

The principal of the Bonds shall be payable at a bank or trust company selected by an Authorized Officer, as registrar, paying and transfer agent for the Bonds (the "Transfer Agent") upon presentation and surrender of the appropriate Bond. Interest on the Bonds shall be payable by check drawn on the Transfer Agent, mailed to the registered owner at the registered address, as shown on the registration books of the School District maintained by the Transfer Agent. Interest shall be payable to the registered owner of record as of the fifteenth day of the month prior to the payment date for each interest payment. The date of determination of registered owner for purposes of payment of interest as provided in this paragraph may be changed by the School District to conform to market practice in the future.

The Bonds may be issued in book-entry-only form through The Depository Trust Company in New York, New York.

The Bonds of any series may be issued as serial or term bonds or both and shall mature and be subject to optional or mandatory redemption prior to maturity at the times and prices determined at the time of sale and in the manner provided in the form of bond set forth in paragraph 5 of this resolution.

The Bonds shall be signed by the manual or facsimile signatures of the President and Secretary of the Board of Education. No bond of any series shall be valid until authenticated by an authorized representative of the Transfer Agent. The Bonds shall be delivered to the Transfer Agent for authentication and be delivered by it to the purchaser in accordance with instructions from the Treasurer of the School District upon payment of the purchase price for the Bonds in accordance with the bid therefor when accepted. Executed blank bonds for registration and issuance to transferees shall simultaneously, and from time to time thereafter as necessary, be delivered to the Transfer Agent for safekeeping.

2. Unless the School District establishes a Common Debt Retirement Fund as provided by law for all bonds of like character, the Treasurer shall open a special depository account for each series of Bonds with a bank to be designated **2021 School Building and Site**

Bonds Debt Retirement Fund (the “Debt Retirement Fund”). All proceeds from taxes levied for the payment of the principal of, interest on, and redemption premium, if any, for the Bonds shall be deposited into the Debt Retirement Fund. Once a Debt Retirement Fund is established, the moneys deposited in the fund shall be used solely for the purpose of paying the principal of, interest on, and redemption premium, if any, on the Bonds. The accrued interest, if any, received upon delivery of the Bonds shall also be deposited in the Debt Retirement Fund.

3. There shall be established by the Treasurer a special depository account designated the **2021 School Building and Site Bonds Capital Projects Fund** (the “2021 Capital Projects Fund”). The amounts specified by the Authorized Officer at the time of sale of the Bonds from the net proceeds of sale of the Bonds (including proceeds of any good faith deposit received at the time of sale) shall be deposited in the 2021 Capital Projects Fund to be used to pay for the 2021 Capital Projects and the costs of issuance of the Bonds. Except for investment pending disbursement and as herein provided, the moneys in the 2021 Capital Projects Fund shall be used solely to pay the costs of the 2021 Capital Projects and the costs of issuance of the Bonds as such costs become due and payable and, as may be necessary, to rebate arbitrage earnings, if any, to the United States Department of Treasury as required by the Internal Revenue Code of 1986, as amended (the “Code”). Moneys remaining in the 2021 Capital Projects Fund after completion of the 2021 Capital Projects and payment of the costs of issuance of the Bonds may be used for any purpose permitted by the 2018 Bond Proposal, as applicable, and as otherwise permitted by law.

4. Any net original issue premium received on sale and delivery of the Bonds shall be deposited in the appropriate fund consistent with federal and state law, and if required by federal or state law, may be used to reduce the principal amount of Bonds issued. Such net original issue premium received, if any, shall be counted against the authorization pursuant to the 2018 Bond Proposal.

5. The Bonds shall be substantially in the following form with such changes as are authorized by the terms of this resolution or necessary to complete the provisions thereof:

[Bond Form begins on the next page]

UNITED STATES OF AMERICA
STATE OF MICHIGAN
COUNTY OF WAYNE

GROSSE POINTE PUBLIC SCHOOL SYSTEM

2021 SCHOOL BUILDING AND SITE BOND
(UNLIMITED TAX GENERAL OBLIGATION)

<u>Interest Rate</u>	<u>Date of Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____ %	May 1, _____	_____, 2021	

Registered Owner:

Principal Amount:

The Grosse Pointe Public School System, County of Wayne, State of Michigan (the “School District”) acknowledges itself to owe and for value received hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, in lawful money of the United States of America on the Date of Maturity specified above, unless prepaid prior thereto as hereinafter provided, with interest thereon (computed on the basis of a 360-day year consisting of twelve 30-day months) from the Date of Original Issue specified above or such later date to which interest has been paid, until paid, at the Interest Rate per annum specified above, first payable on _____ 1, 202_ and semiannually thereafter. Principal of this bond is payable at the _____ office of _____, _____, Michigan, or such other transfer agent as the School District may hereafter designate by notice mailed to the registered owner hereof not less than sixty (60) days prior to any interest payment date (the “Transfer Agent”). Interest on this bond is payable by check or draft mailed by the Transfer Agent to the person or entity who or which is as of the 15th day of the month preceding each interest payment date, the registered owner, at the registered address.

This bond is one of a series of bonds aggregating the principal sum of _____ issued under and in pursuance of the provisions of Act 451, Public Acts of Michigan, 1976, as amended, and Act 34, Public Acts of Michigan, 2001, as amended, a resolution of the board adopted on _____, 2021, and constitutes the second series of the bonds authorized pursuant to a majority vote of the qualified electors of the School District voting thereon at the general election held on November 6, 2018.

The series of bonds of which this is one is issued for school building and site purposes. The full faith, credit and resources of the School District are pledged for the payment hereof, and the School District is obligated to levy annually sufficient taxes to provide for the payments of the principal of and interest on the bonds of this issue as they mature, without limitation as to rate or amount.

[Bonds of this issue maturing in the years 20__ to 20__, inclusive, shall not be subject to redemption prior to maturity.]

[Bonds of this issue or \$5,000 portions thereof maturing in the years 20__ and thereafter, shall be subject to redemption prior to maturity, at the option of the School District, in any order of maturity and by lot within a single maturity, on any date on or after May 1, 20__ at the redemption price of par plus accrued interest to the date fixed for redemption.]

[Insert Term Bond provisions, if applicable.]

Notice of redemption of any bond shall be given at least thirty (30) days and no more than sixty (60) days prior to the date fixed for redemption by mail to the registered owner or owners at the registered addresses shown on the registration books kept by the Transfer Agent. Bonds shall be called for redemption in multiples of \$5,000, and bonds of denominations of more than \$5,000 shall be treated as representing the number of bonds obtained by dividing the denomination of the bond by \$5,000, and such bonds may be redeemed in part. The notice of redemption for bonds redeemed in part shall state that upon surrender of the bond to be redeemed a new bond or bonds in aggregate principal amount equal to the unredeemed portion of the bond surrendered shall be issued to the registered holder thereof. No further interest shall accrue on the bonds or portions of bonds called for redemption after the date fixed for redemption, whether presented for redemption or not, provided funds are on hand with the Transfer Agent to redeem the same.

Any bond may be transferred by the registered owner, in person or by the registered owner's authorized attorney or legal representative, upon surrender of the bond to the Transfer Agent for cancellation, together with a duly executed written instrument of transfer in a form approved by the Transfer Agent. Whenever any bond is surrendered for transfer, the Transfer Agent shall authenticate and deliver a new bond or bonds, in like aggregate principal amount, interest rate and maturity. The Transfer Agent shall require the registered owner requesting the transfer to pay any tax or other governmental charge required to be paid with respect to the transfer. The Transfer Agent will not be required to (i) issue, register the transfer of or exchange any bond during a period beginning at the opening of business 15 days before the day of the mailing of a notice of redemption of bonds selected for redemption and ending at the close of business on the day of that mailing, or (ii) register the transfer of or exchange any bond selected for redemption in whole or in part, except the unredeemed portion of bonds being redeemed in part.

It is hereby certified and recited that all acts, conditions and things required to be done, exist and happen, precedent to and in the issuance of this bond and the series of bonds of which this is one, in order to make them valid and binding obligations of said School District have been done, exist and have happened in regular and due form and time as provided by law, and that the total indebtedness of said School District, including this bond and the series of bonds of which this is one, does not exceed any constitutional or statutory limitation.

This bond is not valid or obligatory for any purpose until the Transfer Agent's Certificate of Authentication on this bond has been executed by the Transfer Agent.

IN WITNESS WHEREOF, the Grosse Pointe Public School System, County of Wayne, State of Michigan, by its Board of Education has caused this bond to be signed in the name of said

School District by the facsimile signatures of the President and the Secretary of the Board of Education, all as of the Date of Original Issue.

GROSSE POINTE PUBLIC SCHOOL SYSTEM
County of Wayne
State of Michigan

By: _____
President

Countersigned:

By: _____
Secretary

[FORM OF TRANSFER AGENT'S CERTIFICATE OF AUTHENTICATION]

Certificate of Authentication

This bond is one of the Bonds described above.

Transfer Agent

By: _____
Authorized Signature

Date of Authentication: _____, 2021

[End of Bond Form]

6. The School District has considered the option of selling the Bonds through a competitive sale and a negotiated sale and, pursuant to the requirements of Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), and based on the advice of the School District's municipal

advisor, determines that a negotiated sale of the Bonds provides the School District with greater flexibility in structuring bond maturities and the timing of the sale of the Bonds, and will enable the School District to better market the Bonds to the advantage of the School District and its taxpayers.

7. The School District hereby appoints J.P. Morgan Securities LLC as senior managing underwriter for the Bonds (the “Underwriter”). Each Authorized Officer is individually authorized to negotiate and, subject to the parameters set forth in this resolution, award the sale of the Bonds to the Underwriter pursuant to a bond purchase agreement. Each Authorized Officer is individually authorized to execute and deliver the bond purchase agreement on behalf of the School District without further approval of this Board of Education.

8. Commencing with the fiscal year beginning July 1, 2021, it shall be the duty of the School District to levy a tax annually in an amount sufficient so that the estimated collections therefrom will be sufficient to pay promptly when due the principal of and interest becoming due on the Bonds prior to the time of the next year’s tax levy, which tax levies shall not be subject to limitation as to rate or amount.

9. The President of the Board of Education and the Authorized Officers are each hereby authorized to approve any preliminary and final official statements relating to the Bonds. The President of the Board of Education and the Authorized Officers are each authorized to execute and deliver the final Official Statement relating to the Bonds on behalf of the School District. The President of the Board of Education and the Authorized Officers are each authorized to approve, execute and deliver any amendments and supplements to the Official Statement necessary to assure that the statements therein are, and as of the time the Bonds are delivered to the Underwriter will be true, and that it does not contain any untrue statement of a material fact and does not omit to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

10. The School District hereby covenants to provide or cause to be provided, in accordance with the requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission, the information set forth in Exhibit A attached hereto, as such Exhibit may be revised by each Authorized Officer as required by Rule 15c2-12 of the Securities and Exchange Commission prior to delivery of the Bonds.

11. The School District shall, to the extent permitted by law, take all actions within its control necessary to maintain the exclusion of interest on the Bonds from adjusted gross income for federal income tax purposes under the Code, including but not limited to, actions relating to the rebate of arbitrage earnings, if applicable, and the expenditure and investment of Bond proceeds and moneys deemed to be Bond proceeds.

12. The representation of the School District by Miller, Canfield, Paddock and Stone, P.L.C. as bond counsel is hereby confirmed, notwithstanding Miller Canfield’s periodic representation in unrelated matters of the Underwriter and other potential parties to the Bond transaction.

13. The School District hereby confirms the appointment of PFM Financial Advisors

LLC to act as municipal advisor to the School District with respect to the Bonds.

14. Either Authorized Officer is hereby individually authorized to adjust the final Bond details to the extent necessary or convenient to complete the transaction authorized in this resolution, and in pursuance of the foregoing is authorized to exercise the authority and make the determinations authorized pursuant to Section 315(1)(d) of Act 34, 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, designation of series, and other matters, all subject to the parameters established in this resolution. Either Authorized Officer may, without further direction from the Board of Education, execute a sale order evidencing the final terms of the Bonds; to procure a policy of municipal bond insurance with respect to the Bonds or cause the qualification of the Bonds therefor if, upon the advice of the municipal advisor to the School District, the acquisition of such insurance would be of economic benefit to the School District; to obtain ratings on the Bonds; and make any of the determinations, covenants and elections authorized by this resolution pursuant to an order approving the sale of the Bonds, provided that the final terms of the Bonds shall be within the parameters set forth in this resolution.

15. The officers, agents and employees of the School District are authorized to take all other actions necessary and convenient to facilitate sale of the Bonds, including filing a Security Report with the Michigan Department of Treasury pursuant to Act 34 for the Bonds.

16. The School District makes the following declarations for the purpose of complying with the reimbursement rules of Treas. Reg. § 1.150-2 pursuant to the Code:

- (a) As of the date hereof, the School District reasonably expects to reimburse the School District for the expenditures described in (b) below with proceeds of debt to be incurred by the School District.
- (b) The expenditures described in this paragraph (b) are for the costs of acquiring, constructing and installing the 2021 Capital Projects which were or will be paid subsequent to sixty (60) days prior to the date hereof.
- (c) The maximum principal amount of debt expected to be issued in 2021 for the 2021 Capital Projects, including issuance costs, is \$43,085,000.

17. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: Members _____

NAYS: Members _____

RESOLUTION DECLARED ADOPTED.

Dr. Christopher Lee
Secretary

I hereby certify that the foregoing constitutes a true and complete copy of a resolution adopted by the Board of Education of the Grosse Pointe Public School System, County of Wayne, State of Michigan, at a regular meeting held on June 14, 2021, 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.

Dr. Christopher Lee
Secretary

EXHIBIT A

FORM OF CONTINUING DISCLOSURE UNDERTAKING

This Continuing Disclosure Undertaking (the “Undertaking”) is executed and delivered by the Grosse Pointe Public School System, County of Wayne, State of Michigan (the “School District”), in connection with the issuance of its 2021 School Building and Site Bonds (Unlimited Tax General Obligation) (the “Bonds”). The School District covenants and agrees for the benefit of the Bondholders, as hereinafter defined, as follows:

- (a) *Definitions.* The following terms used herein shall have the following meanings:

“Audited Financial Statements” means the annual audited financial statement pertaining to the School District prepared by an individual or firm of independent certified public accountants as required by Act 2, Public Acts of Michigan, 1968, as amended, which presently requires preparation in accordance with generally accepted accounting principles.

“Bondholders” shall mean the registered owner of any Bond or any person (a) with the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bond (including any person holding a Bond through a nominee, depository or other intermediary) or (b) treated as the owner of any Bond for federal income tax purposes.

“EMMA” shall mean the MSRB’s Electronic Municipal Market Access District, or such other District, Internet Web site, or repository hereafter prescribed by the MSRB for the submission of electronic filings pursuant to the Rule.

“Financial Obligation” means “financial obligation” as such term is defined in the Rule.

“MSRB” means the Municipal Securities Rulemaking Board.

“Rule” means Rule 15c2-12 promulgated by the SEC pursuant to the Securities Exchange Act of 1934, as amended, as in effect on the date of this Undertaking, including any official interpretations thereof issued either before or after the date of this Undertaking which are applicable to this Undertaking.

“SEC” means the United States Securities and Exchange Commission.

(b) *Continuing Disclosure.* The School District hereby agrees, in accordance with the provisions of the Rule, to provide or cause to be provided to the MSRB through EMMA, on or before the last day of the 6th month after the end of the fiscal year of the School District, commencing with the fiscal year ending June 30, 2021, in an electronic format as prescribed by the MSRB:

(1) Certain annual financial information and operating data reasonably available to the School District in form and substance similar to the information

contained in the official statement of the School District relating to the Bonds (the “Official Statement”) appearing in the Tables in the Official Statement as described below: [Headings to be conformed to Official Statement when available.]

- a. ENROLLMENT – Historical Enrollment;
- b. STATE AID PAYMENTS;
- c. PROPERTY VALUATIONS – History of Valuations;
- d. MAJOR TAXPAYERS;
- e. SCHOOL DISTRICT TAX RATES - (Per \$1,000 of Valuation);
- f. TAX LEVIES AND COLLECTIONS;
- g. RETIREMENT PLAN – Contribution to MPSERS;
- h. LABOR RELATIONS;
- i. DEBT STATEMENT – DIRECT DEBT; and
- j. GENERAL FUND BUDGET SUMMARY in Appendix C.

(2) The Audited Financial Statements. Provided, however, that if the Audited Financial Statements are not available by the date specified above, they shall be provided when available and unaudited financial statements will be filed by such date and the Audited Financial Statements will be filed as soon as available.

Such annual financial information and operating data described above are expected to be provided directly by the School District or by specific reference to other documents available to the public through EMMA or filed with the SEC, including official statements of debt issues of the School District or related public entities.

If the fiscal year of the School District is changed, the School District shall send a notice of such change to the MSRB through EMMA, prior to the earlier of the ending date of the fiscal year prior to such change or the ending date of the fiscal year as changed.

(c) *Notice of Failure to Disclose.* The School District agrees to provide or cause to be provided, in a timely manner, to the MSRB through EMMA, in an electronic format as prescribed by the MSRB, notice of a failure by the School District to provide the annual financial information with respect to the School District described in subsection (b) above on or prior to the dates set forth in subsection (b) above.

(d) *Occurrence of Events.* The School District agrees to provide or cause to be provided to the MSRB through EMMA, in an electronic format as prescribed by the MSRB, in a timely manner not in excess of ten business days after the occurrence of the event, notice of the occurrence of any of the following events listed in (b)(5)(i)(C) of the Rule with respect to the Bonds:

- (1) principal and interest payment delinquencies;
- (2) non-payment related defaults, if material;
- (3) unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) unscheduled draws on credit enhancements reflecting financial difficulties;

- (5) substitution of credit or liquidity providers, or their failure to perform;
- (6) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (7) modifications to rights of holders of the Bonds, if material;
- (8) bond calls, if material, and tender offers;
- (9) defeasances;
- (10) release, substitution, or sale of property securing repayment of the Bonds, if material;
- (11) rating changes;
- (12) bankruptcy, insolvency, receivership or similar event of the School District, which is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the School District in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the School District, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the School District;
- (13) the consummation of a merger, consolidation, or acquisition involving the School District or the sale of all or substantially all of the assets of the School District, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) incurrence of a Financial Obligation of the School District, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the School District, any of which affect security holders, if material; or
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the School District, any of which reflect financial difficulties.

(e) *Materiality Determined Under Federal Securities Laws.* The School District agrees that its determination of whether any event listed in subsection (d) is material shall be made in accordance with federal securities laws.

(f) *Identifying Information.* All documents provided to the MSRB through EMMA shall be accompanied by the identifying information prescribed by the MSRB.

(g) *Termination of Reporting Obligation.* The obligation of the School District to provide annual financial information and notices of material events, as set forth above, shall be terminated if and when the School District no longer remains an “obligated person” with respect to the Bonds within the meaning of the Rule, including upon legal defeasance of all Bonds.

(h) *Benefit of Bondholders.* The School District agrees that its undertaking pursuant to the Rule set forth in this Undertaking is intended to be for the benefit of the Bondholders and shall be enforceable by any Bondholder; provided that, the right to enforce the provisions of this Undertaking shall be limited to a right to obtain specific enforcement of the School District’s obligations hereunder and any failure by the School District to comply with the provisions of this Undertaking shall not constitute a default or an event of default with respect to the Bonds.

(i) *Amendments to the Undertaking.* Amendments may be made in the specific types of information provided or the format of the presentation of such information to the extent deemed necessary or appropriate in the judgment of the School District, provided that the School District agrees that any such amendment will be adopted procedurally and substantively in a manner consistent with the Rule, including any interpretations thereof by the SEC, which, to the extent applicable, are incorporated herein by reference. Such interpretations currently include the requirements that (a) the amendment may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the School District or the type of activities conducted thereby, (b) the undertaking, as amended, would have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances, and (c) the amendment does not materially impair the interests of Bondholders, as determined by parties unaffiliated with the School District (such as independent legal counsel), but such interpretations may be changed in the future. If the accounting principles to be followed by the School District in the preparing of the Audited Financial Statements are modified, the annual financial information for the year in which the change is made shall present a comparison between the financial statements as prepared on the prior basis and the statements as prepared on the new basis, and otherwise shall comply with the requirements of the Rule, in order to provide information to investors to enable them to evaluate the ability of the School District to meet its obligations. A notice of the change in accounting principles shall be sent to the MSRB through EMMA.

IN WITNESS WHEREOF, the School District has caused this Undertaking to be executed by its authorized officer.

**GROSSE POINTE PUBLIC SCHOOL
SYSTEM**
County of Wayne
State of Michigan

By: _____

Its: _____

Dated: _____, 2021

37603596.3/036817.00058