

Special Session of the Board of County Commissioners for the County of St. Joseph, State of Michigan, was held in the Commissioners' Room, Courthouse at the Village of Centreville, Michigan on June 26, 2019 at 8:30 a.m.

Chairman Allen called the meeting to order.

The Invocation was given by Commissioner Czajkowski.

The Pledge to the American Flag was given.

County Administrator Teresa Doehring called the roll, and the following Commissioners were present:

Allen Balog	Daniel R. Czajkowski
Kenneth L. Malone	Kathy Pangle
	Dennis Allen

Also present: Angie Steinman, Finance Director.

CITIZENS' COMMENT

There were no citizen comments.

AUTHORIZING EQUIPMENT LEASE / PURCHASE AGREEMENT FOR BUILDING UPDATES
RESOLUTION 12-2019

Commissioner Malone presented the following resolution:

WHEREAS, Resolution No. 12-2019 rescinds and replaces Resolution No. 11-2019 adopted by the St. Joseph County Board of Commissioners on June 18, 2019; and

WHEREAS, the Board of County Commissioners of the of the County of St. Joseph (the "County") has determined that it is in the best interest of the County to acquire various energy conservation improvements to certain County facilities (the "Equipment") to be installed by ABM Building Solutions, LLC (the "Vendor"), as described in the "Request for Financing Proposals-St. Joseph County, Michigan Tax Exempt Lease Purchase Agreement Associated with a Performance Contract Project" administered by D.A. Davidson & Co., as Placement Agent, and issued by the County on May 2, 2019 (the "RFP"); and

WHEREAS, in response to the RFP, the County has received a proposal from Banc of America Public Capital Corp to finance the Equipment through a tax-exempt equipment lease/purchase agreement; and

WHEREAS, the Board of County Commissioners has determined that it is in the best interest of the County to finance the acquisition and installation of the Equipment by entering into an Equipment Lease/Purchase Agreement (the "Agreement") between the County, as lessee, and Bank of America, National Association (or one of its affiliates), as lessor (the "Lessor") pursuant to section 11c of the County Board of Commissioners Act, Act 156, Michigan Public Acts of 1851, as amended ("Act 156"); and

WHEREAS, it will be necessary for the County to enter into an Escrow and Account Control Agreement among Lessor, the County, and Bank of America, National Association, as Escrow Agent (the "Escrow Agreement") to set forth the terms and conditions for the disbursement of funds from an escrow account to pay for costs of acquisition and installation of the Equipment;

WHEREAS, it is the desire of the Board of County Commissioners to authorize the Authorized Officers (defined herein) to negotiate and finalize the terms of the Agreement and the Escrow Agreement pursuant to Act 156, and authorize County officials to execute certain other documentation and undertake necessary actions relative thereto.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Authorization to Enter into Agreement. The Board of County Commissioners hereby authorizes the execution and delivery of the Agreement in a principal amount not to exceed Three Million Dollars (\$3,000,000), for a term not to exceed twenty (20) years, at an interest rate not to exceed 4% per annum.

2. Selection of Lessor. The proposal of Banc of America Public Capital Corp is hereby determined to produce the highest overall economic benefit to the County.

3. Delegation of Authority; Delivery of Agreement. The Chair of the Board of County Commissioners and the County Administrator/Controller, or either one of them acting alone (each an "Authorized Officer"), are hereby authorized and directed to make all determinations required under Act 156 and as authorized representatives of the County for purposes of the Agreement and the Escrow Agreement until such time as the Board of County Commissioners shall designate any other or different authorized representatives for purposes of the Agreement or the Escrow Agreement. The form, terms and provisions of the Agreement are hereby approved in substantially the form presented at this meeting, with such insertions, omissions and changes as shall be approved by the Authorized Officer executing the same, subject to the parameters set forth in this resolution, the execution of such documents being conclusive evidence of such approval. The Authorized Officers are each hereby authorized and directed to execute the Agreement and any related exhibits attached thereto and such additional documentation as shall be necessary to effectuate the closing of the Agreement.

4. Other Actions Authorized. Any Authorized Officer may take all action necessary or reasonably required by the parties to the Agreement to carry out, give effect to and consummate the transactions contemplated thereby (including the execution and delivery of a Final Acceptance Certificate, the Escrow Agreement, Disbursement Requests and any tax certificate and agreement, as contemplated in the Agreement) and to take all action necessary in conformity therewith, including, without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the Agreement.

5. Security; Agreement Not Debt. Payments under the Agreement shall be a current operating expense of the County subject to annual appropriations of funds by the Board of County Commissioners. During the term of the Agreement,

the County shall be the vested owner of the Equipment and may grant a security interest in the Equipment to the Lessor. Upon the termination of the Agreement and the satisfaction of the obligations of the County, the Lessor shall release any such security interest in the Equipment. The Agreement shall not be subject to the Revised Municipal Finance Act, Act 34, Michigan Public Acts of 2001, as amended (“Act 34”), and shall not be a municipal security or a debt as those terms are defined in Act 34.

6. Tax Covenant. The County hereby covenants that, to the extent permitted by law, it shall take all actions within its control necessary to maintain the exemption of the interest on the obligations under the Agreement from federal income taxation under the Internal Revenue Code of 1986, as amended (the “Code”), including but not limited to, actions relating to the rebate of arbitrage earnings, if applicable, and the expenditure and investment of proceeds of the Agreement and moneys deemed to be proceeds.

7. Qualified Tax-Exempt Obligation. The County reasonably anticipates that the amount of qualified tax-exempt obligations that will be issued by the County and all subordinate entities during this calendar year shall not exceed \$10,000,000. The County hereby designates the Agreement, in its total principal amount, as a qualified tax-exempt obligation for purposes of Section 265(b)(3)(B) of the Code.

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

9. Resolution Subject to Michigan Law. The provisions of this resolution are subject to the laws of the State of Michigan.

10. Section Headings. The section headings in this resolution are furnished for convenience of reference only and shall not be considered to be a part of this resolution.

11. Severability. If any section, paragraph, clause or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this resolution.

12. Effective Date of Resolution. This Resolution is determined by the Board of County Commissioners to be immediately necessary for the preservation of the peace, health and safety of the County and shall be in full force and effect from and after its passage.

It was moved by Commissioner Balog and seconded by Commissioner Pangle to adopt the resolution and waive second reading. Motion carried 5-0 upon a roll call vote.

AUTHORIZING SIGNATURE FOR BUILDING UPDATES
RESOLUTION 13-2019

Commissioner Malone presented the following resolution:

WHEREAS, the Board of Commissioners (“BOC”) of Saint Joseph County (“County”) received the results of ABM Building Solutions (“ABM”) Investment Grade Audit and has been considering entering into a formal project agreement with ABM to install certain improvements in County-owned facilities (“Improvements”); and

WHEREAS, the County is authorized under the Constitution and the laws of the State of Michigan to enter into financing agreements (including lease obligations) to finance capital improvements for the governmental and miscellaneous functions of the County if so desired; and

WHEREAS, by its Resolution 7-2019 the BOC directed legal counsel for the County to review and negotiate appropriate changes to the Project Contract and Energy Services Contract proposed by ABM; and

WHEREAS, the BOC is advised that such negotiations are complete and that the ABM Building Solutions, LLC Bundled Energy Solutions Project Agreement and the ABM Building Solutions, LLC Annual Energy Unit Savings Agreement (collectively, “Agreements”) are ready for execution; and

WHEREAS, the BOC finds that it is in the best interests of the County to enter into the Agreements in order to provide for the Improvements;

NOW THEREFORE, BE IT RESOLVED BY THE COUNTY, as follows:

Section 1. The County Administrator, for and on behalf of the County, is hereby authorized and directed to do any and all things reasonably necessary to effect the finalization, execution, and delivery of the Agreements and such other documents and instruments attached thereto or required thereby, and the performance of all other acts of whatever nature necessary to effect and carry out the authority conferred by this Resolution.

Section 2. This Resolution shall take effect and be enforced from and after its adoption.

It was moved by Commissioner Pangle and seconded by Commissioner Malone to adopt the resolution and waive second reading. Motion carried 5-0 upon a roll call vote.

COMMISSIONER COMMENTS

Commissioners Malone and Pangle commented on upcoming community events.

ADJOURNMENT

At 8:38 a.m., it was moved by Commissioner Malone and seconded by Commissioner Pangle that the St. Joseph County Board of Commissioners adjourn until July 16, 2019 at 5:00 p.m. Motion Carried.

Teresa Doehring, Deputy Clerk

Dennis Allen, Chairman