

## SOLICITATION FOR BIDS

### NORTH ADAMS-JEROME PUBLIC SCHOOLS COUNTIES OF HILLSDALE AND JACKSON STATE OF MICHIGAN \$900,000 STATE AID NOTES

Unconditional and firm bids for the purchase of the above State Aid Notes (the “Note” or “Notes”) will be received by North Adams-Jerome Public Schools, Hillsdale and Jackson Counties, Michigan (the “Issuer”), at the administrative offices of the Issuer, 4555 Knowles Road, North Adams, Michigan 49262-9709, on Tuesday, the 25<sup>th</sup> day of July, 2023, until 11:00 o’clock in the a.m., prevailing Eastern Time, at which time and place said bids will be opened and read. Award of the bid will be made on behalf of the Issuer by an authorized officer of the Issuer on that date.

**ELECTRONIC BIDS:** Bidders submitting signed bids electronically to the Issuer via email to [bethney.richardson@hillsdale-isd.org](mailto:bethney.richardson@hillsdale-isd.org) must ensure their bids are received prior to the time and date fixed for receipt of bids. Bidders submitting bids electronically bear the full risk of failed or untimely transmission of their bids, and bidders are encouraged to confirm the timely receipt of their full and complete bids by telephoning the Issuer at (517) 287-4214.

**NOTE DETAILS; INTEREST RATE; PAYING AGENT; AND DENOMINATION:** The Notes will be dated August 10, 2023, or date of delivery, due on August 12, 2024, and will bear interest at a rate not exceeding seven percent (7%) per annum. Both principal and interest will be payable at a bank or trust company located in the State of Michigan; New York, New York; or Chicago, Illinois, to be designated by the original purchaser of the Notes, which paying agent qualifies as such under the statutes of the state in which it is located or of the United States, with paying agent fees, if any, to be paid by the purchaser of the Notes. Denomination of the Notes to be at the option of the purchaser. If more than one Note is issued, the Notes shall be numbered serially from one upwards.

**DTC BOOK-ENTRY:** If requested by the initial purchaser, the Notes may be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York (“DTC”) under DTC’s Book-Entry-Only system of registration. Purchasers of interests in the Notes (the “Beneficial Owners”) will not receive physical delivery of note certificates and ownership by the Beneficial Owners of the Notes will be evidenced by book-entry-only. As long as Cede & Co. is the registered owner of the Notes as nominee of DTC, payments of principal and interest payments will be made directly to such registered owner which will in turn remit such payments to the DTC participants for subsequent disbursement to the Beneficial Owners.

**PRIOR REDEMPTION:** The Notes are not subject to redemption prior to maturity.

**AWARD OF NOTES:** For the purpose of awarding the sale of the Notes, the interest cost of each unconditional and firm bid will be computed on a 360-day year, 30-day month, by determining, at the rate specified therein, the total dollar value of all interest on the Notes from August 10, 2023, to maturity and deducting therefrom any premium. Any net premium bid on the

Notes shall not result in a purchase price in excess of 101% of the par value of the Notes. The Notes will be awarded to the bidder whose unconditional and firm bid on the above computation produces the lowest dollar interest cost to the Issuer. No proposal for the purchase of less than all the Notes or at a price less than their par value will be considered. Any and all fees or charges of the bidder must be incorporated into the rate.

**SECURITY:** The Notes are issued under the provisions of Section 1225 of Act 451, Public Acts of Michigan, 1976, as amended, and Act 34, Public Acts of Michigan, 2001, as amended, for the purpose of providing money for school operations for the 2023-2024 fiscal year. The Issuer has pledged for the payment of the Notes, monies to be received by it from state school aid.

As additional security the Issuer has pledged the full faith, credit and resources of the Issuer and, in the event of the unavailability or insufficiency of state school aid for any reason, the Notes are payable from tax levies within its constitutional and statutory limitations or from unencumbered funds of the Issuer. The pledge of full faith and credit is subordinate to any encumbrances or tax levies pledged or to be pledged for the payment of tax anticipation notes issued or to be issued by the Issuer pursuant to Act 34, Public Acts of Michigan, 2001, as amended.

**LEGAL OPINION:** Bids shall be conditioned upon the unqualified opinion of Thrun Law Firm, P.C., attorneys of East Lansing, Michigan, which opinion will be furnished without expense to the purchaser prior to the delivery thereof, approving the legality of the Notes.

**TAX MATTERS:** In the opinion of note counsel, assuming continued compliance by the Issuer with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”), interest on the Notes is excluded from gross income for federal income tax purposes, as described in the opinion, and the Notes and interest thereon are excluded from taxable income for State of Michigan income tax purposes. Further, the Notes and the interest thereon are subject to inheritance and estate taxes and taxes on gains realized from the sale, payment or other disposition thereof. The Issuer has designated the Notes as **“QUALIFIED TAX-EXEMPT OBLIGATIONS”** within the meaning of the Code and has covenanted to comply with those requirements of the Code necessary to continue the exclusion of interest on the Notes from gross income for federal income tax purposes.

**CERTIFICATE REGARDING “ISSUE PRICE”:** The successful bidder will be required to furnish, prior to the delivery of the Notes, a certificate in a form acceptable to note counsel as to the “issue price” of the Notes within the meaning of Section 1273 of the Internal Revenue Code of 1986, as amended. By submitting a bid, the bidder represents to the Issuer that it intends to hold the Notes for its own account with no present intention to reoffer the Notes unless the bidder has notified Note counsel, in writing, at least 72 hours before the bid deadline that the bidder intends to reoffer the Notes.

**CUSIP NUMBERS:** If the purchaser requires CUSIP numbers on the Notes, the purchaser shall request assignment of CUSIP numbers for the Notes and provide the numbers to the Issuer and Thrun Law Firm, P.C., within forty-eight (48) hours of the Note sale. CUSIP numbers will be imprinted on the Notes at the expense of the Issuer. An improperly imprinted number or failure to print CUSIP numbers shall not constitute basis for the purchaser to refuse to accept delivery of the Notes. The purchaser shall be responsible for the payment of any charges for the assignment of CUSIP numbers.

**CLOSING DOCUMENTS:** Drafts of all closing documents, including the form of Note and note counsel's legal opinion, may be requested from Thrun Law Firm, P.C. Final closing documents will be in substantially the same form as the drafts provided. Closing documents will not be modified at the request of a bidder, regardless of whether the bidder's proposal is accepted.

**DELIVERY OF NOTES:** The Issuer shall furnish Notes ready for execution at its expense. Notes will be delivered without expense to the purchaser at a place located in the STATE OF MICHIGAN, to be mutually agreed upon between the purchaser and the Issuer. Delivery can also be made in Chicago, Illinois or New York, New York, but at the EXPENSE of the PURCHASER. The usual closing documents, including a certificate that no litigation is pending affecting the issuance of the Notes, will be delivered at the time of the delivery of the Notes. Accrued interest to the date of delivery of the Notes, if any, shall be paid by the purchaser at the time of delivery.

Payment for the Notes shall be in such manner as to assure receipt of funds by the Issuer on the day of delivery of the Notes.

**BIDDER CERTIFICATION - NOT "IRAN-LINKED BUSINESS":** By submitting a bid, the bidder shall be deemed to have certified that it is not an "Iran-Linked Business" as defined in Act 517, Public Acts of Michigan, 2012; MCL 129.311, et seq.

**THE RIGHT IS RESERVED TO REJECT ANY OR ALL BIDS.**

The bids should be plainly marked "Proposal for North Adams-Jerome Public Schools State Aid Notes."

Bethney Richardson  
LEA Business Manager  
North Adams-Jerome Public Schools