

ORDER OF THE EMERGENCY MANAGER OF THE CITY OF ALLEN PARK, COUNTY OF WAYNE, STATE OF MICHIGAN, AUTHORIZING THE ISSUANCE AND SALE BY THE CITY OF ALLEN PARK OF NOT TO EXCEED \$27,000,000 GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014A (TAXABLE), FOR THE PURPOSE OF REFUNDING UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009A (TAXABLE), AND NOT TO EXCEED \$3,500,000 GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014B (TAXABLE), FOR THE PURPOSE OF REFUNDING UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009B, RECOVERY ZONE FACILITY BONDS, PRESCRIBING THE FORM OF SUCH REFUNDING BONDS; PROVIDING FOR THE RIGHTS OF THE OWNERS OF THE REFUNDING BONDS AND ENFORCEMENT THEREOF; AND DETERMINING OTHER MATTERS RELATING TO THE ISSUANCE AND SALE OF THE REFUNDING BONDS; AND AUTHORIZING THE SOLICITATION OF TENDER OFFERS FOR AND CANCELLATION OF UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009A (TAXABLE) AND UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009B, RECOVERY ZONE FACILITY BONDS.

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**Emergency Manager of the City of Allen Park  
(Order No. 2014-056 )**

ORDER OF THE EMERGENCY MANAGER OF THE CITY OF ALLEN PARK, COUNTY OF WAYNE, STATE OF MICHIGAN, AUTHORIZING THE ISSUANCE AND SALE BY THE CITY OF ALLEN PARK OF NOT TO EXCEED \$27,000,000 GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014A (TAXABLE), FOR THE PURPOSE OF REFUNDING UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009A (TAXABLE), AND NOT TO EXCEED \$3,500,000 GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014B (TAXABLE), FOR THE PURPOSE OF REFUNDING UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009B, RECOVERY ZONE FACILITY BONDS, PRESCRIBING THE FORM OF SUCH REFUNDING BONDS; PROVIDING FOR THE RIGHTS OF THE OWNERS OF THE REFUNDING BONDS AND ENFORCEMENT THEREOF; AND DETERMINING OTHER MATTERS RELATING TO THE ISSUANCE AND SALE OF THE REFUNDING BONDS; AND AUTHORIZING THE SOLICITATION OF TENDER OFFERS FOR AND CANCELLATION OF UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009A (TAXABLE) AND UP TO ALL OF ITS OUTSTANDING GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2009B, RECOVERY ZONE FACILITY BONDS.

WHEREAS, the City of Allen Park (the "City"), a municipal corporation of the State of Michigan (the "State"), has been duly created under the provisions of the Home Rule City Act of the State, Act 279, Public Acts of 1909, as amended ("Act 279"), pursuant to which the City has the comprehensive home rule power conferred upon it by Act 279 and the Constitution of the State of 1963 (the "Constitution"), subject only to the limitations on the exercise of that power contained in the Constitution, by statute of the State or by provisions of the City Charter of the City (the "City Charter"); and

WHEREAS, under the Local Government Fiscal Responsibility Act, Act 72, Public Acts of Michigan, 1990, as amended ("Act 72") and a Contract (the "Contract") between the State and Joyce A. Parker, effective October 29, 2012, Joyce A. Parker was appointed as the emergency financial manager of the City; and

WHEREAS, the Local Financial Stability and Choice Act, Act 436, Public Acts of Michigan, 2012 ("Act 436") was enacted on March 28, 2013 and repealed Act 72, but pursuant to the express provisions of Act 436, the emergency financial manager of the City was recognized and empowered under Act 436 to serve as an emergency manager, as defined in Act 436, of the City (the "Emergency Manager"), and to exercise all powers and duties enumerated for an emergency manager under Act 436; and

WHEREAS, pursuant to section 9(2) of Act 436, the Emergency Manager has broad powers in receivership to rectify the City's financial emergency and to assure the fiscal accountability of the City and the City's capacity to provide or cause to be provided necessary governmental services essential to the public health, safety, and welfare; and

WHEREAS, pursuant to section 12(1)(u) of Act 436, the Emergency Manager may, notwithstanding any City Charter provision to the contrary, authorize the borrowing of money by the City (a "Proposed Transaction"), subject to section 19 of Act 436 and applicable law; and

WHEREAS, pursuant to section 19(1) of Act 436, before executing the Proposed Transaction, the Emergency Manager "shall submit the [Proposed Transaction] to the governing body of the local government [which] shall have 10 days from the date of submission to approve or disapprove the [Proposed Transaction]. If the governing body of the local government does not act within 10 days, the [Proposed Transaction] is considered approved by the governing body of the local government and the emergency manager may then execute the [Proposed Transaction];" and

WHEREAS, pursuant to section 19(2) of Act 436, "[i]f the governing body of the local government disapproves [a Proposed Transaction] within 10 days, the governing body of the local government shall, within 7 days of its disapproval of the [Proposed Transaction], submit to the local emergency financial assistance loan board an alternative proposal that would yield substantially the same financial result as the [Proposed Transaction]. The local emergency financial assistance loan board shall have 30 days to review both the alternative proposal submitted by the governing body of the local government and the [Proposed Transaction] and to approve either the alternative proposal submitted by the governing body of the local government or the [Proposed Transaction]. The local emergency financial assistance loan board shall approve the proposal that best serves the interest of the public in that local government;" and

WHEREAS, the State has enacted Act 34, Public Acts of 2001, as amended ("Act 34") relative, inter alia, to the borrowing of money and the issuance of certain debt and securities, to provide for tax levies, to authorize the issuance of certain debt and securities and to generally govern municipal finance practices in the State; and

WHEREAS, the City is defined to be a "municipality" under Act 34 that has the power to issue a security such as a bond, note, contract, obligation or other similar instrument under the provisions of Act 34, including refunding securities; and

WHEREAS, the Emergency Manager desires to order and direct that the Series 2014A Refunding Bonds (defined below) shall be issued to refund up to all of the City's outstanding General Obligation Limited Tax Bonds, Series 2009A (Taxable) (the "Series 2009A Bonds to be Refunded" or the "Series 2009A Bonds"), including payment of issuance costs and refunding costs, and that the Series 2014B Refunding Bonds shall be issued to refund up to all of the City's outstanding General Obligation Limited Tax Bonds, Series 2009B, Recovery Zone Facility Bonds (the "Series 2009B Bonds to be Refunded" or the "Series 2009B Bonds" and, together with the Series 2009A Bonds to be Refunded, the "Bonds to be Refunded"), including payment of issuance costs and refunding costs, to prescribe the form of the Series 2014 Refunding Bonds to be issued, and to provide for the security for such bonds and the rights of the purchasers and owners of such bonds and for the enforcement thereof; and

WHEREAS, due to market conditions and other factors, and provided that certain conditions are met, it may be desirable, based on the recommendation of the City's financial advisor as to the relative benefit to the City, in addition to or in lieu of refunding all or a portion

of the Bonds to be Refunded, to invite, through one or more endeavors either conjointly or independently, the holders of all or a portion of the Series 2009A Bonds and the Series 2009B Bonds (the "Series 2009A Bondholders" and the "Series 2009B Bondholders," respectively and collectively, the "Series 2009 Bondholders") to offer to tender their Series 2009 Bonds to the City, and based on the offers received from such Series 2009 Bondholders, to purchase and subsequently cancel a portion or all of the outstanding Series 2009A Bonds and the Series 2009B Bonds (collectively, the "Series 2009 Bonds") (each endeavor collectively, a "Tender Transaction").

NOW, THEREFORE, BE IT ORDERED by the Emergency Manager of the City as follows:

Section 1. Definitions. Except as defined in the above recitals or when otherwise indicated by the context, the following terms when used in this Order shall have the following meanings:

"Act 34" has the meaning set forth in the preamble.

"Act 436" has the meaning set forth in the preamble.

"Agreement to Deposit Distributable State Aid" means the Agreement to Deposit Distributable State Aid substantially in the form attached hereto as Exhibit B.

"Authority" means the Michigan Finance Authority.

"Authorized Denomination" means \$5,000 or any integral multiple thereof, or such other denomination as determined by an Authorized Officer in a Sale Order when the Series 2014 Refunding Bonds are issued.

"Authorized Officer(s)" means (i) during such time as there is an individual serving as an emergency manager, as defined in Act 436, of the City, the individual appointed as Emergency Manager and any official of the City designated by such Emergency Manager in a Sale Order or in a Tender Order relating to a Tender Transaction, or their respective designees, and (ii) at all other times, the Mayor and the City Clerk of the City, acting jointly and not severally, and their respective deputies.

"Bond Depository," if any, means DTC or any other securities depository selected by the City which agrees to follow the procedures required to be followed by such securities depository in connection with the Series 2014 Refunding Bonds.

"Bond Purchase Agreement" means one or more contracts for sale of the Series 2014 Refunding Bonds to the Underwriter(s) thereof which is approved and accepted by the City in a Sale Order.

"Business Day" means any day except Saturday, Sunday or any day on which banking institutions located in the States of New York or Michigan are required or authorized to close or on which the New York Stock Exchange is closed.

“Code” means the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

“Costs of Issuance Fund” means the Series 2014 Refunding Bonds Costs of Issuance Fund established pursuant to Section 8 of this Order.

“Dealer Manager” means the party designated in a Tender Order to act as dealer manager in connection with a Tender Transaction.

“Debt Retirement Fund” means the Series 2014 Refunding Bonds Debt Retirement Fund established pursuant to Section 8 of this Order.

“Delivery Date” means the date or dates of delivery of the Series 2014 Refunding Bonds issued under this Order.

“DTC” means The Depository Trust Company and its successors and assigns.

“Escrow Agent” means a trust company, bank or financial institution in good standing, within the State of Michigan, qualified and able to accept the duties and obligations of escrow agent, designated as such by an Authorized Officer in a Sale Order to act as escrow agent under the Escrow Agreement.

“Escrow Agreement” means one or more escrow deposit agreements relating to the refunding of the Bonds to be Refunded to be entered into concurrently with the issuance of the Series 2014 Refunding Bonds by the City and the Escrow Agent.

“Interest Payment Date” means May 1 and November 1 of each year, commencing on a date as shall be determined in a Sale Order, or such other dates as shall be determined in a Sale Order.

“Invitation to Offer to Sell Bonds” means one or more of the City’s invitations to offer to sell up to all of the Series 2009 Bonds, the form of which is approved in a Tender Order.

“Issuance Costs” means items of expense payable or reimbursable directly or indirectly by the City and related to the authorization, sale and issuance of the Series 2014 Refunding Bonds, as the case may be, including without limitation, any underwriter’s or purchaser’s discount or fee, legal, financial, printing, and other expenses incident thereto, and payment for any credit enhancement.

“Maturity Date” means the maturity date or dates determined in the Sale Order with respect to the Series 2014 Refunding Bonds.

“Official Statement” has the meaning set forth in Section 14.

“Person” means a natural person, firm, association, corporation, public body or any other legal entity.

“Preliminary Official Statement” has the meaning set forth in Section 14.

“Regular Record Date” means the fifteenth day of the month immediately preceding the applicable Interest Payment Date and Maturity Date.

“Representation Letter”, if any, means the blanket Letter of Representations from the City and the Transfer Agent to DTC dated on or before the date of delivery of the Series 2014 Refunding Bonds.

“Sale Order” means any of one or more orders of an Authorized Officer making determinations and authorizing acts consistent with this Order necessary and appropriate to complete the sale, execution and delivery of the Series 2014 Refunding Bonds, the refunding of the Bonds to be Refunded and/or such other matters as are authorized herein.

“Series 2014 Refunding Bonds” means the Series 2014A Refunding Bonds and the Series 2014B Refunding Bonds.

“Series 2014A Refunding Bonds” means the General Obligation Limited Tax Refunding Bonds, Series 2014A (Taxable) authorized by this Order, consisting of bonds issued under the provisions of this Order, and the applicable Sale Order, which may be issued in one or more separate series with appropriate series designations, all as finally determined in the Sale Order.

“Series 2014B Refunding Bonds” means the bonds designated as General Obligation Limited Tax Refunding Bonds, Series 2014B (Taxable) authorized by this Order, consisting of bonds issued under the provisions of this Order, and the applicable Sale Order, which may be issued in one or more separate series with appropriate series designations, all as finally determined in the Sale Order.

“Tender Agent” means the party designated in a Tender Order to act as the City’s agent in connection with a Tender Transaction.

“Tender Order” means any of one or more orders of an Authorized Officer making determinations and authorizing acts consistent with this Order necessary and appropriate to solicit tender offers for up to all of the Series 2009 Bonds and to purchase and subsequently cancel up to all of the Series 2009 Bonds, and/or such other matters as are authorized herein in connection therewith.

“Transfer Agent,” if any, means the trust company, bank or financial institution in good standing, within the State of Michigan, qualified and able to accept the duties and obligations of transfer agent, paying agent and registrar, as applicable, designated as such by an Authorized Officer in the Sale Order.

“Underwriter” or “Purchaser” means such underwriter, or if the Series 2014 Refunding Bonds are privately placed, the bond purchaser, as shall be designated in the Sale Order. The term “Purchaser” shall mean the Authority if the Series 2014 Refunding Bonds are sold to the Authority, in which case references to the Underwriter in this Order shall be deemed to include the Purchaser.

Section 2. Necessity; Public Purpose. It is hereby determined to be necessary for the welfare of the City to issue the Series 2014A Refunding Bonds to refund up to all of the Series

2009A Bonds to be Refunded, to issue the Series 2014B Refunding Bonds to refund up to all of the Series 2009B Bonds to be Refunded, and to pay the respective Issuance Costs and refunding costs in connection therewith, and the issuance of the Series 2014A Refunding Bonds and the Series 2014B Refunding Bonds is hereby approved and authorized.

Section 3. Maximum Amount of Series 2014 Refunding Bonds Authorized. The City hereby determines that the Series 2014A Refunding Bonds shall be issued in an amount not to exceed \$27,000,000 and the Series 2014B Refunding Bonds shall be issued in an amount not to exceed \$3,500,000.

Section 4. Issuance of Series 2014 Refunding Bonds. Subject to section 19 of Act 436, to refund the Bonds to be Refunded and to pay Issuance Costs and refunding costs in connection therewith, pursuant to Act 34, the applicable provisions of the City Charter and applicable law, the City shall borrow the sums, including any net original issue premium, not exceeding the amounts set forth in Section 3, as finally determined in the Sale Order, and issue the Series 2014 Refunding Bonds therefor.

The proceeds of the Series 2014A Refunding Bonds and the Series 2014B Bonds shall be used to refund the Series 2009A Bonds to be Refunded and the Series 2009B Bonds to be Refunded, respectively, and to pay the respective Issuance Costs and refunding costs, in such amounts in each case to be finally determined in a Sale Order. The Series 2014A Refunding Bonds and the Series 2014B Refunding Bonds shall each be issuable as one or more separate series of bonds, may mature at separate times not later than the Maturity Date and may bear such further distinctive designations of the City as determined in the Sale Order.

The issuance of any Series 2014 Refunding Bonds pursuant to this Order is subject to the prior approval of the City Council of the City or the Local Emergency Finance Assistance Loan Board in accordance with the provisions of Section 19 of Act 436.

Section 5. Series 2014 Refunding Bonds Details; Issuance in Series; Registration and Redemption of Refunding Bonds; Designation of Bonds to be Refunded. The Series 2014A Refunding Bonds shall be designated GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014A (TAXABLE) and the Series 2014B Refunding Bonds shall be designated GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014B (TAXABLE), as determined in the Sale Order. The Series 2014 Refunding Bonds shall be issued as fixed rate bonds or as variable rate bonds in such amounts as determined in the Sale Order. The Series 2014 Refunding Bonds shall be issued as taxable bonds. The Series 2014 Refunding Bonds may mature serially or be subject to mandatory redemption, or both, as shall be determined in the Sale Order. The Series 2014 Refunding Bonds shall be numbered in some convenient manner and shall mature on the Maturity Date or dates as shall be determined in the Sale Order.

The Series 2014 Refunding Bonds shall bear interest at a rate or rates determined in the Sale Order (the "Base Rates"), but within the limitations and subject to the conditions of Act 34. The Series 2014 Refunding Bonds may bear interest at a default rate in excess of the Base Rates and the Base Rates may be subject to increase if there is a change in law which reduces the yield on the Series 2014 Refunding Bonds to the registered owners thereof, all subject to the terms and

conditions specified in the Sale Order and in the final form of the Series 2014 Refunding Bonds. In the event that due to the foregoing interest rate adjustments the effective interest rate on the Series 2014 Refunding Bonds exceeds the maximum permissible rate thereof, the City is authorized to adjust subsequent interest payments to the registered owners of the Series 2014 Refunding Bonds as determined and confirmed in the Sale Order and the final form of the Series 2014 Refunding Bonds. The Series 2014 Refunding Bonds may be sold at an aggregate net discount (distinct from any compensation to be paid to the Underwriter in the form of a discount or any other Issuance Costs payable from the Series 2014 Refunding Bonds) of not greater than 3%, all as shall be determined in the Sale Order, provided that the true interest cost (TIC) of the Series 2014 Refunding Bonds based upon the initial Base Rates shall not be greater than the maximum rate permitted by law. Interest on the Series 2014 Refunding Bonds shall be payable on each Interest Payment Date and at maturity to the registered owner of record as of the applicable Regular Record Date. Interest on the Series 2014 Refunding Bonds shall be calculated on such basis as is set forth in the Sale Order. The principal and interest on the Series 2014 Refunding Bonds sold in a private placement shall be payable to the bond purchaser at such place as shall be designated in the Sale Order. The principal and interest of the Series 2014 Refunding Bonds sold in a public sale to the Underwriter shall be payable at the Transfer Agent as principal paying agent or at such other co-paying agents as may be designated in the Sale Order. The principal of and interest on the Series 2014 Refunding Bonds due at maturity shall be payable upon presentation and surrender to the Transfer Agent at its designated office.

The Series 2014 Refunding Bonds shall be dated such date or dates as determined in the Sale Order and will be issued in Authorized Denominations. Except for Series 2014 Refunding Bonds sold through a private placement to a bond purchaser, the transfers of which shall be governed by the terms of the Bond Purchase Agreement, the registered owner of any Series 2014 Refunding Bond may exchange such Series 2014 Refunding Bond for other Series 2014 Refunding Bonds, of the same series and like maturity in Authorized Denominations by surrendering the Series 2014 Refunding Bonds to be exchanged at the designated office of the Transfer Agent, together with an assignment duly executed by the registered owner thereof or his attorney or legal representative in such form as shall be satisfactory to the Transfer Agent. Neither the City nor the Transfer Agent shall be required to transfer or exchange any Series 2014 Refunding Bond or portion of any such Series 2014 Refunding Bond either during the period of fifteen (15) days immediately preceding the date of mailing of any notice of redemption or (except as to the unredeemed portion, if any, of a Series 2014 Refunding Bond called for redemption) after such Series 2014 Refunding Bond or any portion of such Series 2014 Refunding Bond has been selected for redemption.

Except as provided below, all of the Series 2014 Refunding Bonds will be issued in a book-entry system of registration, and actual purchasers of the Series 2014 Refunding Bonds will not receive certificated Series 2014 Refunding Bonds; provided, however, that the City may determine not to continue the system of book-entry registration, in which event fully registered bond certificates, subject to the transfer and exchange requirements of this Order, shall be issued to the registered owners of the Series 2014 Refunding Bonds. It is intended that the Series 2014 Refunding Bonds be registered so as to participate in a securities depository system (the "DTC System") with DTC, as set forth herein. The Series 2014 Refunding Bonds of each series shall be initially issued in the form of a separate single fully registered bond in the amount of each separate stated maturity thereof, if any. Upon initial issuance, the ownership of each such Series

2014 Refunding Bond shall be registered in the name of Cede & Co., as the nominee of DTC, and except as provided below with respect to termination of the book-entry only system, all of the outstanding Series 2014 Refunding Bonds shall be registered in the name of Cede & Co., as the nominee of DTC. The City is authorized to execute and deliver such letters to or agreements with DTC as shall be necessary to effectuate the DTC system, including the Representation Letter. At the discretion of the City as confirmed in the Sale Order, if any of the Series 2014 Refunding Bonds are privately placed with a bond purchaser, the bond purchaser shall be the registered owner of the Series 2014 Refunding Bonds and this paragraph and the following two paragraphs and the provisions of this Order regarding the DTC System of registration shall be disregarded and of no force or effect.

With respect to Series 2014 Refunding Bonds registered in the name of Cede & Co., as nominee of DTC, the City and the Transfer Agent shall have no responsibility or obligation to any broker-dealer, bank or other financial institution for which DTC holds Series 2014 Refunding Bonds from time to time as securities depository (a "Depository Participant") or to any Person on behalf of whom such a Depository Participant holds an interest in the Series 2014 Refunding Bonds (an "Indirect Participant"). Without limiting the immediately preceding sentence, the City and the Transfer Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co., any Depository Participant or any Indirect Participant with respect to any ownership interest in the Series 2014 Refunding Bonds, (ii) the delivery to any Depository Participant or any Indirect Participant or any other Person, other than a registered owner of a Series 2014 Refunding Bond, of any notice with respect to the Series 2014 Refunding Bonds, or (iii) the payment to any Depository Participant or any Indirect Participant or any other Person, other than a registered owner of a Series 2014 Refunding Bond, of any amount with respect to principal of or interest on the Series 2014 Refunding Bonds. While in the DTC System, no Person other than Cede & Co., or any successor thereto, as nominee for DTC, shall receive a Series 2014 Refunding Bond certificate evidencing the obligation of the City to make payments of principal and interest pursuant to this Order. Upon delivery by DTC to the Transfer Agent of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., and subject to the provisions in this Order with respect to interest checks or drafts being mailed to the registered owner, the word "Cede & Co." in this Order shall refer to such new nominee of DTC; and upon receipt of such a notice the Transfer Agent shall promptly deliver a copy of the same to each paying agent, if any.

In the event that (a) the City determines that DTC is incapable of discharging the responsibilities described herein and in the Representation Letter, (b) the Representation Letter shall be terminated for any reason or (c) DTC or the City determines that it is in the best interest of the beneficial owners of any of the Series 2014 Refunding Bonds that they be able to obtain certificated bonds, the City shall notify DTC and DTC Participants of the availability through DTC of bond certificates and the Series 2014 Refunding Bonds shall no longer be restricted to being registered in the name of Cede & Co., as nominee of DTC. At that time, the City may determine that such series of the Series 2014 Refunding Bonds shall be registered in the name of and deposited with a successor depository operating a securities depository system, as may be acceptable to the City, or such depository's agent or designee, and if the City does not select such alternate securities depository system then such series of the Series 2014 Refunding Bonds may be registered in whatever name or names the registered owners of such series of the Series

2014 Refunding Bonds transferring or exchanging such series of the Series 2014 Refunding Bonds shall designate, in accordance with the provisions hereof.

Notwithstanding any other provisions of this Order to the contrary, so long as any Series 2014 Refunding Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of and interest on such Series 2014 Refunding Bond and all notices with respect to such Series 2014 Refunding Bond shall be made and given, respectively, in the manner provided in the Representation Letter.

The Series 2014 Refunding Bonds may or may not be subject to redemption prior to maturity as determined in the Sale Order.

In case less than the full amount of an outstanding Series 2014 Refunding Bond is called for redemption, the Transfer Agent, upon presentation of the Series 2014 Refunding Bond called for redemption, shall register, authenticate and deliver to the registered owner a new Series 2014 Refunding Bond in the principal amount of the portion of the original Series 2014 Refunding Bond not called for redemption of the same series and maturity and bearing the same interest rate. Notice of redemption shall be given to the registered owners of Series 2014 Refunding Bonds or portions thereof called for redemption by mailing of such notice by first class mail not less than thirty (30) days prior to the date fixed for redemption to the registered address of the registered owner of record, which notice shall fix the date of record with respect to the redemption. Any defect in such notice shall not affect the validity of the redemption proceedings. Series 2014 Refunding Bonds so called for redemption shall not bear interest after the date fixed for redemption provided funds are on hand with the Transfer Agent to redeem said Series 2014 Refunding Bonds.

The series, maturities and amounts of the Series 2009A Bonds to be Refunded and the Series 2009B Bonds to be Refunded shall be determined by an Authorized Officer in a Sale Order when the Series 2014 Refunding Bonds are issued

Section 6. Payment of Series 2014 Refunding Bonds. The full faith and credit of the City is hereby irrevocably pledged for the payment of principal of and interest on the Series 2014 Refunding Bonds, and the City hereby irrevocably pledges to levy ad valorem taxes on all taxable property in the City, within the applicable constitutional, statutory and charter limitations, to the extent necessary to pay the principal and interest on the Series 2014 Refunding Bonds. In addition, pursuant to the Agreement to Deposit Distributable State Aid the City will pledge and assign as security for the payment of principal of and interest on the Series 2014 Refunding Bonds certain payments that the City receives under Act 140, Public Acts of Michigan of 1971, as amended.

Section 7. Credit Enhancement, Escrow Agreements, and Other Agreements. An Authorized Officer is authorized to negotiate, obtain and enter into on behalf of the City one or more agreements with respect to a letter of credit, policy of bond insurance, surety bond, guarantee or similar instrument issued by a financial, insurance or other institution, and which provides security in respect of all or part of the Series 2014 Refunding Bonds, provided that the Authorized Officer determines that such credit enhancement is in the best interests of the City. The City is also authorized to obtain and enter into one or more forward commitments to provide

a letter of credit, bond insurance, a surety bond, guarantee or similar instrument issued by a financial, insurance or other institution, and which provides security in respect of any amount of Series 2014 Refunding Bonds which may be issued subsequent to the initial issue of Series 2014 Refunding Bonds, as the City shall determine, provided that the City determines that such forward commitment for such credit enhancement is in the best interests of the City. The City is hereby authorized to pay for the cost of such forward commitment from the proceeds of the Series 2014 Refunding Bonds or any other funds of the City legally available therefor.

In connection with the execution of any of the agreements authorized by this Section 7 or the sale of the Series 2014 Refunding Bonds, the City is authorized to include in the Sale Order such covenants and agreements of the City as shall be necessary or appropriate, and, if necessary or appropriate, to appoint a trustee or depository to further secure payment of the Series 2014 Refunding Bonds, to prescribe the powers and duties of such trustee or depository in the Sale Order, and to the extent permitted by law, establish a special depository trust fund or lockbox with such trustee or depository for the receipt and maintenance in trust of the taxes of the City.

The City is authorized to negotiate and enter into one or more Escrow Agreements relating to the refunding of the Bonds to be Refunded and to appoint one or more Escrow Agents in the Sale Order.

Section 8. Funds and Accounts: Flow of Funds. There is hereby established pursuant to this Order a special depository account to be held in a bank account separate from any other money of the City, which bank account may be established with and held by the purchaser of the Series 2014 Refunding Bonds, as determined and specified in the Sale Order, and designated the "Series 2014 Refunding Bonds Debt Retirement Fund" (the "Debt Retirement Fund"). Separate subaccounts in the Debt Retirement Fund shall be established for each series of the Series 2014 Refunding Bonds. There shall be deposited into the applicable subaccounts of the Debt Retirement Fund, as received, the accrued interest on the Series 2014 Refunding Bonds, if any; taxes collected by the City for repayment of the Series 2014 Refunding Bonds; other available funds of the City; any transfers from the Costs of Issuance Fund pursuant to this Order; any amounts described in Section 10 of this Order; and any additional moneys paid by the City to be used for purchasing Series 2014 Refunding Bonds for retirement prior to maturity. After satisfaction of any obligations to rebate earnings to the United States, moneys from time to time on hand in each subaccount of the Debt Retirement Fund shall be used solely and only for the payment of the principal of, redemption premium, if any, and interest on the applicable Series 2014 Refunding Bonds.

After setting aside the amounts representing the accrued interest on the Series 2014 Refunding Bonds, if any, and after transferring to the Escrow Agent from the proceeds of the Series 2014 Refunding Bonds including the premium paid in connection with the issuance of the Series 2014 Refunding Bonds, if any, for deposit in the escrow fund established pursuant to the Escrow Agreement the amount determined in the Sale Order to provide for payment and redemption of the Bonds to Be Refunded, the balance of the proceeds of the sale of the Series 2014 Bonds shall be deposited in the Costs of Issuance Fund.

There is hereby established pursuant to this Order a special depository account to be held in a bank account separate from any other money of the City, which bank account may be

established with and held by the purchaser of the Series 2014 Refunding Bonds, as determined and specified in the Sale Order, and designated the "Series 2014 Refunding Bonds Costs of Issuance Fund" (the "Costs of Issuance Fund"). Separate subaccounts in the Costs of Issuance Fund shall be established for each series of the Series 2014 Refunding Bonds. After making the deposits to the Debt Retirement Fund and transfers to the Escrow Agent described above, the balance of the proceeds of the sale of the Series 2014 Refunding Bonds shall be deposited in the applicable subaccount of the Costs of Issuance Fund and used for the payment of Issuance Costs and the costs of refunding the Bonds to Be Refunded. Any surplus moneys remaining after paying the Issuance Costs and the costs of refunding the Bonds to be Refunded shall be transferred to the applicable subaccounts of the Debt Retirement Fund and applied to the first payment of principal due on the applicable Series 2014 Refunding Bonds.

Section 9. Repayment of Credit Facility Drawings. Anything in Section 8 of this Order to the contrary notwithstanding, in the event the City obtains a direct pay letter of credit to pay principal of and interest on any series of the Series 2014 Refunding Bonds when due, then within the subaccount of the Debt Retirement Fund for such series, there shall be established a Payment and Reimbursement Subaccount and a Credit Facility Drawing Subaccount. All amounts to be deposited in the Debt Retirement for such series in accordance with this Order shall be deposited in the applicable Payment and Reimbursement Subaccount of the applicable subaccount of the Debt Retirement Fund. Amounts drawn on a letter of credit shall be deposited in the applicable Credit Facility Drawing Subaccount and shall be used to pay principal of and interest on the applicable series of the Series 2014 Refunding Bonds when due. Moneys in a Payment and Reimbursement Subaccount shall first be used to the extent necessary to pay, when due, principal of and interest on the applicable series of the Series 2014 Refunding Bonds. To the extent that moneys in a Payment and Reimbursement Subaccount are not needed for such purpose as a result of payment of such principal and interest by a draw on a letter of credit, such moneys shall be used to reimburse the applicable letter of credit provider.

Section 10. Investments. The proceeds of the Series 2014 Refunding Bonds shall be deposited in the Debt Retirement Fund and the Cost of Issuance Fund and transferred to the Escrow Agent pursuant to Sections 8 and 9 of this Order. Pending utilization of the moneys in the Debt Retirement Fund and the Cost of Issuance Fund as described in those sections, said moneys, as nearly as may be practicable, shall be invested, reinvested and deposited as permitted by Michigan law, which investments and deposits shall mature, or which shall be subject to redemption by the holder thereof at the option of the holder, not later than the respective dates, as estimated by the City when such moneys will be required for the purposes described in Sections 8 and 9. Said investments and deposits shall be selected by the City. After paying the Issuance Costs of the Bonds and the costs of refunding the Bonds to be Refunded and satisfaction of any obligations to rebate earnings to the United States, interest realized from such investments or deposits shall be transferred to the applicable subaccount of the Debt Retirement Fund and applied to the next payment of principal due on the applicable series of Series 2014 Refunding Bonds.

Section 11. Continuing Disclosure. Unless otherwise set forth in the Sale Order because of an exemption from Rule 15c2-12 (the "Rule"), the City hereby agrees to abide by the provisions of the Rule so long as any Series 2014 Refunding Bonds are outstanding. The City is

hereby authorized to execute one or more continuing disclosure undertakings of the City which comply with the provisions of the Rule.

Section 12. Defeasance. In the event cash or direct obligations of the United States or obligations the principal of and interest on which are guaranteed by the United States, or a combination thereof, the principal of and interest on which, without reinvestment, come due at times and in amounts sufficient to pay at maturity or irrevocable call for earlier optional redemption, the principal of, premium, if any, and interest on the applicable series of the Series 2014 Refunding Bonds shall be deposited in trust, this Order shall be defeased in respect of such Series 2014 Refunding Bonds and the owners of such Series 2014 Refunding Bonds shall have no further rights under this Order except to receive payment of the principal of, premium, if any, and interest on such Series 2014 Refunding Bonds from the cash or securities deposited in trust and the interest and gains thereon and to transfer and exchange bonds as provided herein.

Section 13. Sale of Series 2014 Refunding Bonds.

(a) The Series 2014 Refunding Bonds may be sold at a negotiated sale to the Underwriter named in the Bond Purchase Agreement, within the parameters established herein. The City is authorized to accept an offer from the Underwriter to purchase the Series 2014 Refunding Bonds wherein the aggregate compensation to be paid to the Underwriter thereof shall not be more than 1% of the original principal amount of the applicable Series 2014 Refunding Bonds, on terms and conditions provided in the Bond Purchase Agreement approved in a Sale Order. The compensation to be paid to the Underwriter shall be determined in the Sale Order. The City is authorized to negotiate additional terms and covenants with the Underwriter as may be necessary to assure repayment of the debt service on the Series 2014 Refunding Bonds, which additional terms and covenants shall be incorporated in the Bond Purchase Agreement, or the final form of the Series 2014 Refunding Bonds and confirmed in the Sale Order.

(b) Alternatively, the Series 2014 Refunding Bonds may be sold at a negotiated sale to the Authority pursuant to its Local Government Loan Program. An Authorized Officer is authorized and directed to execute and deliver (i) the purchase contract with the Authority, (ii) an issuer's certificate, (iii) the Agreement to Deposit Distributable State Aid in substantially the form attached hereto as Exhibit B, which such changes as may be approved by an Authorized Officer or as required by the Authority, with such approval or requirement to be evidenced by the execution thereof by an Authorized Officer, and any other agreements, documents and certificates which may be required by the Authority or by applicable law or regulation, in such form as the Authority may require, which form is hereby approved.

(c) The sale of the Series 2014 Refunding Bonds as aforesaid pursuant to a negotiated sale is hereby approved. The reasons for choosing a negotiated sale instead of a competitive sale include the belief of the Emergency Manager, based upon the recommendation of the City's financial advisors, that a negotiated sale will allow the Series 2014 Refunding Bonds to be offered to investors in the most efficient manner possible while also allowing sufficient flexibility to adjust to market structuring and timing demands in order to result in the lowest possible borrowing costs to the City.

Section 14. Delegation of Authority to and Authorization of Actions.

(a) An Authorized Officer shall determine, in addition to any determinations authorized elsewhere in this Order, on the basis of evaluation of the maximum amount of Series 2014 Refunding Bonds which can be sold, given anticipated interest rates or for any other reasons, whether to issue the full authorized amount of either series of the Series 2014 Refunding Bonds as specified in Section 3 of this Order and whether to issue the Series 2014B Refunding Bonds as two or more series. If an Authorized Officer determines to offer either or both of the Series 2014A Refunding Bonds or the Series 2014B Refunding Bonds as more than one series, then each separate series shall conform to the requirements established in this Order, shall bear a distinctive designation, consistent with the definitions of the terms "Series 2014A Refunding Bonds" and "Series 2014B Refunding Bonds" herein. An Authorized Officer may also cause the preparation of and approve the form and distribution of one or more preliminary official statements (collectively, the "Preliminary Official Statement") and final official statements (collectively, the "Official Statement") or other offering materials to be used in conjunction with the sale or offering of the Series 2014 Refunding Bonds and deem any Preliminary Official Statement "final" for purposes of the Rule. An Authorized Officer shall also determine and establish, in accordance with this Order, the Maturity Date or dates for each series of the Series 2014 Refunding Bonds.

(b) An Authorized Officer is authorized to file applications and to pay the related fees, if any, to the Michigan Department of Treasury at her discretion under Act 34 for one or more Orders of Approval to issue all or a portion of the Series 2014 Refunding Bonds, and such waivers or other Treasury approvals as necessary to implement the sale, delivery and security for the Series 2014 Refunding Bonds as authorized herein, and to take such other actions as required by the Michigan Department of Treasury or Act 34.

(c) All determinations and decisions with respect to the issuance and sale of the Series 2014 Refunding Bonds and the refunding of the Bonds to be Refunded as permitted or required by this Order shall be ratified, confirmed and approved in the Sale Order.

Section 15. Transfer Agent. The initial bond registrar, paying agent, and Transfer Agent for the Series 2014 Refunding Bonds, if any, shall be determined by an Authorized Officer in the Sale Order. The City is authorized to negotiate and execute one or more agreements with the Transfer Agent.

Section 16. Execution of Series 2014 Refunding Bonds. The Mayor and the City Treasurer are hereby authorized and directed to execute the Series 2014 Refunding Bonds by the facsimile signature of the Mayor and the manual signature of the City Treasurer for and on behalf of the City and in its name, to impress or imprint thereon or affix thereto the official seal of the City or a facsimile thereof and to deliver the Series 2014 Refunding Bonds to the Underwriter upon receiving the purchase price therefor in lawful money of the United States. No Series 2014 Refunding Bond shall be valid until authenticated by an authorized officer or representative of the Transfer Agent, if any.

Section 17. Official Statement. Circulation of the Preliminary Official Statement, if any, and the Official Statement, if any, by the Underwriter shall be approved by an Authorized

Officer, which approval shall be ratified in the Sale Order. Any Authorized Officer is hereby authorized to execute the Official Statement with respect to the Series 2014 Refunding Bonds in substantially the form of the Preliminary Official Statement, if any, or in such form and with such changes as an Authorized Officer may authorize and containing the business terms set forth in the Sale Order. Anything in this Section 17 to the contrary notwithstanding, in the event that the Series 2014 Refunding Bonds are privately placed with a bond purchaser, at the discretion of the bond purchaser, and subject to receipt by the City of an appropriate investment certificate from such bond purchaser, the Series 2014 Refunding Bonds may be sold without a Preliminary Official Statement or final Official Statement.

Section 18. Series 2014 Bond Forms. The Series 2014 Refunding Bonds shall be in substantially the form set forth in Exhibit A attached hereto, with such changes and additions (including without limitation, to reflect any applicable credit enhancement or requirements of the purchasers of the Series 2014 Refunding Bonds) as shall be established pursuant to the Sale Order within the parameters of this Order or as may be required by the Authority if it is the purchaser of any of the Series 2014 Refunding Bonds.

Section 19. Additional Authorization. The Authorized Officers, or any of them, are hereby authorized and ordered to execute and deliver such certificates, documents, instruments, opinions and other papers as may be deemed necessary or appropriate to complete the sale, execution and delivery of the Series 2014 Refunding Bonds and the refunding of the Bonds to be Refunded as determined by an Authorized Officer, including, if appropriate and without limitation, obtaining a verification report regarding the sufficiency of the moneys to be deposited pursuant to the Escrow Agreement, approving the investments to be purchased by the Escrow Agent for deposit to the Escrow Deposit Fund created under the Escrow Agreement in accordance with the terms of the Escrow Agreement, securing the services for printing the Preliminary Official Statement and the Official Statement or other offering materials, providing for the delivery of the Series 2014 Refunding Bonds as may be agreed with the purchasers thereof, and to make such payments and incurring all reasonable fees, costs and expenses incidental to the foregoing.

Section 20. Order a Contract. The provisions of this Order and the provisions of any Sale Order issued pursuant to this Order shall constitute a contract between the City and any registered owner of the Series 2014 Refunding Bonds.

Section 21. Appointment of Bond Counsel. The appointment of the law firm of Bodman PLC of Detroit, Michigan as Bond Counsel for the Series 2014 Refunding Bonds and in connection with the Tender Transactions is hereby ratified and confirmed, notwithstanding the periodic representation by Bodman PLC in unrelated matters of other parties and potential parties to the issuance of the Series 2014 Refunding Bonds. The fees and expenses of Bodman PLC relating to the issuance of the Series 2014 Refunding Bonds shall be payable as part of the Issuance Costs from the proceeds of the Series 2014 Refunding Bonds or other available funds of the City in accordance with the letter of such firm on file.

Section 22. Authorization of Solicitation of Tender Offers and Cancellation of Series 2009 Bonds. The City authorizes the Tender Transactions, including one or more invitations for offers to sell any of the Series 2009 Bonds and the purchase and subsequent cancellation of such

Bonds pursuant to any applicable requirements of any resolutions of the City relating to the issuance of such Bonds, as contemplated by the terms of this Order and the Invitations to Offer to Sell Bonds. The Series 2009 Bonds which are the subject of a Tender Transaction shall be designated by an Authorized Officer in a Tender Order.

Section 23. Terms and Parameters of Tender Transactions. The following terms and parameters shall apply to any Tender Transaction:

(a) Not including accrued interest, the maximum purchase price paid to any seller of the Series 2009 Bonds shall not exceed 110% of the par value of the Series 2009 Bonds being tendered by such seller; provided that in no instance shall the City pay a tender price equal to or more than the cost to the City of refunding the Series 2009 Bonds otherwise being purchased via tender;

(b) The offers contemplated by any Invitation to Offer to Sell Bonds shall become effective and expire according to the terms of that Invitation to Offer to Sell Bonds;

(c) Any Series 2009 Bonds not tendered and purchased as part of a Tender Transaction and pursuant to an Invitation to Offer to Sell Bonds shall remain subject to the resolution pursuant to which such Series 2009 Bonds were issued;

(d) An Authorized Officer, in consultation with the City's financial advisor and Bond Counsel, shall determine the optimal pricing structure for each Tender Transaction, which method shall be adequately described in the related Tender Transaction Documents (defined below) and other related ancillary documents, as necessary.

(e) For any Tender Transaction, the City anticipates utilizing any or a combination of the tender pricing options listed below:

(i) "Fixed Price Tender" whereby the City will invite Series 2009A or Series 2009B Bondholders to tender their Series 2009A or Series 2009B Bonds to the City at a price or prices specified in an invitation;

(ii) "No Price Tender" whereby the City will invite Series 2009A or Series 2009B Bondholders to offer a price at which they would tender their Series 2009A or Series 2009B Bonds to the City, without a specified price in an invitation; or

(iii) "Range of Price Tender" whereby the City will invite Series 2009A or Series 2009B Bondholders to tender their Series 2009A or Series 2009B Bonds to the City within a range of prices specified in an invitation.

Section 24. Designation of Tender Agent and Dealer Manager; Approval, Execution and Delivery of Documents relating to Tender Transactions. An Authorized Officer shall designate in a Tender Order the Tender Agent and Dealer Manager for a Tender Transaction and approve in a Tender Order the form of the following documents relating to a Tender Transaction (the "Tender Transaction Documents"):

(a) Invitation to Offer to Sell Bonds;

(b) Information and Tender Agent Agreement between the City and the Tender Agent; and

(c) Dealer Manager Agreement between the Authority and the Dealer Manager.

The Authorized Officers are authorized individually or jointly to execute, deliver, and seal, if appropriate, the Tender Transaction Documents relating to such Tender Transaction in the form approved in the applicable Tender Order, and any documents related thereto, with completions and changes as are permitted by law and authorized by this Order, and are not materially adverse to the City, and any such actions taken to date by Authorized Officers are hereby ratified and confirmed.

Section 25. Purchase and Cancellation of the Series 2009 Bonds. Any of the Authorized Officers are authorized to do the following, in consultation with the City's financial advisor and Bond Counsel:

(a) Take actions necessary to invite offers of all or a portion of the Series 2009 Bonds to be sold to the Tender Agent on behalf of the City;

(b) Subject to Section 23 above, determine additional criteria for acceptable offers;

(c) Accept or reject, in whole or in part, offers received, or to delegate that authority to the Tender Agent subject to certain criteria;

(d) Take actions necessary to finalize the purchase of such Series 2009 Bonds pursuant to accepted offers, including providing any necessary directions to the transfer agent relating to such Series 2009 Bonds or the Tender Agent, and including determining the appropriate amount of funds to be paid for the purchase of such Series 2009 Bonds and, if possible, to discharge the resolution relating to such Series 2009 Bonds; and

(e) Make any changes to a Tender Transaction or the terms of an invitation such as are described in the Invitation to Offer to Sell Bonds and as are allowed by this Order and not materially adverse to the City.

After consultation with the City's financial advisor and Bond Counsel any of the Authorized Officers is authorized to execute (by manual or facsimile signature) any necessary approvals or instructions for the consummation of Tender Transaction and any actions contemplated by this Order and an Invitation to Offer to Sell Bonds upon receipt of satisfactory offers to sell all or a portion of the Bonds.

Section 26. Designation of Certain Parties for Responsibilities Concerning the Series 2009 Bonds Subject to a Tender Transaction.

(a) The Tender Agent designated in a Tender Order relating to a Tender Transaction is authorized and directed to establish any necessary procedures in conjunction with DTC or any other party approved by an Authorized Officer, in order to complete each Tender Transaction. In addition, the Tender Agent is authorized and directed by the City to receive offers for the sale of the Series 2009 Bonds designated in the Tender Order, to communicate the results of those offers

with the City, to take the necessary actions to complete the purchase of the Series 2009 Bonds from the applicable Series 2009 Bondholders, and to otherwise take the necessary steps to complete any Tender Transaction with DTC and any transfer agent relating to such Series 2009 Bonds.

(b) The party designated as Dealer Manager in a Tender Order relating to a Tender Transaction shall perform the duties set forth in the Dealer Manager Agreement approved in the Tender Order relating to the Tender Transaction.

Section 27. Costs of Tender Transactions. Any Authorized Officer is authorized to pay any administrative costs relating to a Tender Transaction contemplated herein, or to direct the Tender Agent to make such payments, and any of those costs may be paid from any legally available funds of the City.

Section 28. Authorization of Filings Submitted and Other Documents. Any Authorized Officer, as well as Bond Counsel, is authorized to apply for, or submit, execute and deliver other certificates, documents, opinions and papers to any party or governmental agency as may be required by law, a resolution authorizing the issuance of the Series 2009 Bonds subject to a Tender Transaction, a Tender Order, an Invitation to Offer to Sell Bonds, or any other documents approved under Section 24, or as may be necessary to effectuate a Tender Transaction, the valid invitation to offer any Series 2009 Bonds, their purchase and their cancellation and otherwise as contemplated by the Tender Transaction Documents.

Section 29. Submission to City Council. Pursuant to section 19 of Act 436, this Order shall be submitted to the City Council on the date hereof, and the City Council is hereby instructed to review this Order and to either approve or disapprove the transactions authorized by this Order within 10 days from the date hereof.

Section 30. Ratification. All determinations and decisions of the City with respect to the issuance and sale of the Series 2014 Refunding Bonds and any Tender Transaction as permitted or required by this Order or by law are hereby ratified, confirmed and approved.

Section 31. Repeal; Savings Clause. All other ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Order are, to the extent of such conflict, hereby repealed.

Section 32. Severability; Paragraph Headings; and Conflict. If any section, paragraph, clause or provision of this Order shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Order. The paragraph headings in this Order are furnished for convenience of reference only and shall not be considered to be part of this Order.

Section 33. Effective Date. This Order shall be effective immediately upon its execution by the Emergency Manager.

SO ORDERED this 24th day of September, 2014.

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Joyce A. Parker  
Emergency Manager

Cc: Members of the Allen Park City Council

EXHIBIT A

SERIES 2014 REFUNDING BOND FORM

[NOTICE: Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the City of Allen Park or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.]

[INSERT APPLICABLE TRANSFER RESTRICTIONS]

UNITED STATES OF AMERICA  
STATE OF MICHIGAN  
COUNTY OF WAYNE  
CITY OF ALLEN PARK

[GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS,

SERIES 2014A (TAXABLE)]

[GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014B  
(TAXABLE)]

Interest Rate Per Annum	Maturity Date	Original Issue Date	[CUSIP]
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REGISTERED OWNER: [Cede & Co.]

PRINCIPAL AMOUNT: \$\_\_\_\_\_

The City of Allen Park, County of Wayne, State of Michigan (the “City”), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner stated above, on the Maturity Date stated above, the Principal Amount stated above, together with interest thereon from the Original Issue Date stated above first payable on \_\_\_\_ 1, 201\_\_, and semiannually on each \_\_\_\_\_ 1 and \_\_\_\_\_ 1 thereafter and at maturity. [Interest shall be computed using a 360-day year with twelve 30-day months.] [Interest shall be computed using a 365/366 day year, and shall be assessed for the actual number of days elapsed.] Interest on this Bond is payable to the Registered Owner of record as of the fifteenth (15th) day of the month preceding the payment date as shown on the registration books of the City maintained by \_\_\_\_\_, \_\_\_\_\_, Michigan, as Transfer Agent (“Transfer Agent”), by check or draft mailed to the Registered Owner at the registered address. The principal of and interest on this Bond due at maturity shall be payable upon presentation and surrender to the Transfer Agent at its designated office.

This Bond is issued pursuant to and in accordance with the Constitution of the State of Michigan of 1963, statutes of the State of Michigan (the "State") and the applicable provisions of the City Charter pursuant to and in accordance with an order executed by the Emergency Manager of the City on \_\_\_\_\_, 2014 (the "Bond Order"), for the purpose of providing funds to refund [a portion of] the City's \_\_\_\_\_ Bonds, and to pay related costs of issuance and costs of refunding. For a complete statement of the funds from which and the conditions under which this Bond is payable, and the general covenants and provisions pursuant to which this Bond is issued, reference is made to the Bond Order.

This Bond is one of a series of Bonds of even original issue date issued pursuant to the Bond Order, aggregating the principal amount of \$ \_\_\_\_\_,

The full faith and credit of the City has been irrevocably pledged for the payment of principal of and interest on the Bonds of this series, and the City has irrevocably pledged to levy ad valorem taxes on all taxable property in the City, within the applicable constitutional, statutory and charter limitations, to the extent necessary to pay the principal and interest on the Bonds of this series. [In addition, the City has pledged and assigned as security for the payment of principal of and interest on the Bonds certain payments that the City receives under Act 140, Public Acts of Michigan of 1971, as amended, pursuant to that certain Agreement to Deposit Distributable State Aid dated as of \_\_\_\_\_, 2014 among the City, the Michigan Finance Authority, the State Treasurer of the State of Michigan, and \_\_\_\_\_, as [Master] Trustee.]

[Bonds maturing in years \_\_\_\_\_ to \_\_\_\_\_, inclusive, shall not be subject to redemption prior to maturity.]

[Bonds or portions of Bonds in integral multiples of \$5,000 maturing on and after \_\_\_\_\_ 1, \_\_\_\_ shall be subject to redemption prior to maturity, at the option of the City, in such order as the City shall determine, by lot within a maturity, on any interest payment date on or after \_\_\_\_\_ 1, \_\_\_\_\_, at par and accrued interest to the date fixed for redemption.]

[Insert mandatory redemption provisions if applicable.]

In case less than the full amount of an outstanding Bond is called for redemption, the Transfer Agent, upon presentation of the Bond called for redemption, shall register, authenticate and deliver to the Registered Owner of record a new Bond in the principal amount of the portion of the original Bond not called for redemption of the same maturity and bearing the same interest rate.

Notice of redemption shall be given to the Registered Owners of Bonds or portions thereof called for redemption by mailing of such notice by first class mail not less than thirty (30) days prior to the date fixed for redemption to the registered address of the Registered Owner of record, which notice shall fix the date of record with respect to the redemption. Any defect in such notice shall not affect the validity of the redemption proceedings. Bonds so called for redemption shall not bear interest after the date fixed for redemption provided funds are on hand with the Transfer Agent to redeem said Bonds.

This Bond is transferable only upon the books of the City kept for that purpose at the designated office of the Transfer Agent by the Registered Owner hereof in person, or by his attorney duly

authorized in writing, upon the surrender of this Bond together with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the Registered Owner or his or her attorney duly authorized in writing, and thereupon a new registered Bond or Bonds in the same aggregate principal amount, bearing the same interest rate and of the same maturity shall be issued to the transferee in exchange therefor as provided in the Order, and upon the payment of the charges, if any, therein prescribed.

[Neither the Issuer nor the Transfer Agent shall be required to transfer or exchange any Bond or portion of any Bond either during the period of fifteen (15) days immediately preceding the date of mailing of any notice of redemption or (except as to the unredeemed portion, if any, of a Bond called for redemption) after such Bond or any portion of such Bond has been selected for redemption.]

It is hereby certified, recited and declared that all acts, conditions and things required to exist, happen and to be performed, precedent to and in the issuance of this Bond and the Refunding Bonds of this series, do exist, have happened and have been performed in due time, form and manner as required by the Bond Order and the Constitution and statutes of the State of Michigan, and that the total indebtedness of the City, including this Bond and the series of Bonds of which this is one, does not exceed any constitutional, statutory or charter 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 City has caused this Bond to be signed for and on its behalf and in its name by the facsimile signature of the Mayor and the manual signature of the City Treasurer, and the official seal of the City or a facsimile thereof to be impressed or imprinted thereon, all as of the \_\_\_ day of \_\_\_\_\_, 2014.

CITY OF ALLEN PARK

By: \_\_\_\_\_  
Mayor

By: \_\_\_\_\_  
City Treasurer

[SEAL]

[CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within-mentioned Bond Order.

\_\_\_\_\_  
Transfer Agent  
By:

\_\_\_\_\_

Date of Authentication: \_\_\_\_\_, 2014

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_ (Please print or typewrite name and address of transferee) the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed

NOTICE: The signature(s) to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation, or anyone in a representative capacity, proof of such person's authority to act must accompany the Bond.

Signature(s) must be guaranteed by an eligible guarantor institution participating in a Securities Transfer Association recognized signature guarantee program. The Transfer Agent will not affect transfer of this Bond unless the information concerning the transferee requested below is provided.

PLEASE INSERT SOCIAL SECURITY NUMBER OR OTHER IDENTIFYING NUMBER OF TRANSFEREE. Name and Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Include information for all joint owners if the Bond is held by joint account.

(Insert number for first named transferee if held by joint account)

EXHIBIT B

AGREEMENT TO DEPOSIT DISTRIBUTABLE STATE AID

**AGREEMENT TO DEPOSIT DISTRIBUTABLE STATE AID  
WITH THE TRUSTEE FOR PAYMENT OF  
\$ \_\_\_\_\_ CITY OF ALLEN PARK GENERAL OBLIGATION LIMITED TAX  
REFUNDING BONDS, SERIES 2014A (TAXABLE) AND \$ \_\_\_\_\_ GENERAL  
OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2014B (TAXABLE)**

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This Agreement, dated as of \_\_\_\_\_ 1, 2014 (the "Agreement") among the City of Allen Park, County of Wayne, Michigan (the "City"), the Michigan Finance Authority, (the "Authority"), the State Treasurer of the State of Michigan (the "State Treasurer") and \_\_\_\_\_, Michigan, and its successors in trust and assignees, as [Master] Trustee (the "Trustee").

WHEREAS, on October 27, 2009, the City issued its General Obligation Limited Tax Bonds, Series 2009A (Taxable) (the "Series 2009A Bonds") and its General Obligation Limited Tax Bonds, Series 2009B Recovery Zone Facility Bonds (the "Series 2009B Bonds" and collectively with the Series 2009A Bonds, the "Series 2009 Bonds");

WHEREAS, on \_\_\_\_\_, 2014, pursuant to Emergency Manager Order No. \_\_\_\_\_, dated \_\_\_\_\_, 2014, together with a Sale Order dated \_\_\_\_\_, 2014 (collectively, the "Authorizing Orders"), Act 436, Public Acts of Michigan, 2012, as amended ("Act 436"), and Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), the City is issuing its \$ \_\_\_\_\_ General Obligation Limited Tax Refunding Bonds, Series 2014A (Taxable) (the "Series 2014A Bonds") to refund a portion of the Series 2009A Bonds, and is issuing its \$ \_\_\_\_\_ General Obligation Limited Tax Refunding Bonds, Series 2009B Bonds (Taxable) (the "Series 2014B Bonds" and together with the Series 2014A Bonds, the "Series 2014 Bonds") to refund a portion of the Series 2009B Bonds;

WHEREAS, the Series 2014 Bonds are being sold to the Authority, and are being acquired with proceeds of the Authority's Local Government Loan Program Revenue Bonds, Series 2014\_\_ (City of Allen Park Refunding Local Project Bonds) (Federally Taxable) (the "MFA Series 2014\_\_ Bonds") issued pursuant to a Bond Resolution No. 1989-15 adopted by the Michigan Municipal Bond Authority on September 21, 1989 as Amended and Restated Bond Resolution No. 2014-07 adopted by the Authority on May 15, 2014 (the "Bond Resolution") and the Supplemental Resolution adopted by the Authority September 25, 2014 (the "Supplemental Resolution" and collectively with the Bond Resolution, the "Resolution");

WHEREAS, the City receives payments ("Distributable Aid") under the provisions of the Glenn Steil State Revenue Sharing Act, Act 140, Public Acts of Michigan, 1971, as amended ("Act 140" or the "State Revenue Sharing Act") [and the City's portion of the revenue

**generated by the local community stabilization share tax levied under the Use Tax Act, 1937 PA 94, MCL 205.91 to 205.111, and payable by the State Treasurer to the Local Community Stabilization Authority created under the Local Community Stabilization Authority Act, 2014 PA 86, MCL 123.1341 to 123.1362, for distribution to the City and other governmental entities.];**

WHEREAS, the Series 2014 Bonds are being sold to the Authority pursuant to Act 227, Public Acts of Michigan, 1985, as amended (“Act 227”), under which the City may pledge Distributable Aid that the City expects to receive from the State under Act 140 for the payment of bonds and obligations purchased by the Authority, and may enter into an agreement with the Authority to provide for the direct payment of Distributable Aid to a trustee to be used for the payment of principal of and interest on bonds and obligations purchased and held by the Authority; and

WHEREAS, the Authority, in connection with its purchase of the Series 2014 Bonds, requires the City to provide additional security for the repayment of the Series 2014 Bonds, including a pledge of the City’s Distributable Aid;

WHEREAS, in the Authorizing Orders and pursuant to Act 227, the City has pledged Distributable Aid to pay debt service on the Series 2014 Bonds, and in addition has pledged its limited tax full faith and credit; and

WHEREAS, Distributable Aid is currently comprised of revenue sharing payments (“State Shared Revenues”) from the State under the State Revenue Sharing Act; and

WHEREAS, pursuant to Act 227 and the State Revenue Sharing Act, under an agreement entered into by the City pledging all or a portion of Distributable Aid that it is eligible to receive for payment of an obligation incurred with the Authority, the State Treasurer shall transmit to the Trustee the amount of the payment pledged under the agreement;

WHEREAS, [the Authority and \_\_\_\_\_, as Trustee, have entered into a Supplemental Indenture dated \_\_\_\_\_, 2014 relating to issuance of the MFA Series 2014\_ Bonds (the “2014 Indenture”) [the City and \_\_\_\_\_, as Master Trustee, have entered into a Master Debt Retirement Trust Indenture dated \_\_\_\_\_, 2014 related to the Series 2014 Bonds, and Additional Obligations defined therein (the “Master Indenture”)] [the Authority, the City and \_\_\_\_\_, as Master Trustee, have entered into a Master Debt Retirement Trust Indenture dated \_\_\_\_\_, 2014 related to the Series 2014 Bonds, the MFA Series 2014\_ Bonds and Additional Obligations defined therein (the “Master Indenture”)]; and

NOW, THEREFORE, THIS AGREEMENT WITNESSETH that in order to provide for the direct payment of Distributable Aid by the State Treasurer to the Trustee to pay debt service on the Series 2014 Bonds, the City, the Authority, the State Treasurer and the Trustee agree as follows.

Section 34. Pledge. As authorized by Act 227 and Act 140, the City hereby pledges and assigns to the full extent permitted by Act 227 and Act 140 to the Authority as purchaser and

holder of the Series 2014 Bonds all of the Distributable Aid that the City is eligible to receive under Act 140 as additional security for the City's obligation to pay principal of, premium, if any, and interest on the Series 2014 Bonds, as the same become due (the "Payment Obligation").

Section 35. Payment of Distributable Aid. Pursuant to the Authorizing Orders and the **[Supplemental/Master]** Indenture, and in accordance with Act 227 and the State Revenue Sharing Act, the City hereby directs the State Treasurer to pay, and the State Treasurer hereby agrees to pay, directly to the Trustee 100% of all Distributable Aid due and to be distributed to the City in accordance with the requirements of the Authorizing Orders and the **[Supplemental/Master]** Indenture for as long as the Series 2014 Bonds are outstanding; provided, however, that nothing in this Agreement shall abridge or reduce the ability of the State Treasurer to withhold Distributable Aid from the City as provided by law under the State Revenue Sharing Act or other applicable law.

Section 36. Payment Instructions. Distributable Aid payments due the City shall be sent directly to the Trustee, at:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
ABA No. \_\_\_\_\_  
Account No. \_\_\_\_\_  
Further Instruction: \_\_\_\_\_

The Trustee hereby agrees to promptly provide notice to the State Treasurer and the Authority of any change of the address and/or account set forth above, which shall include the new address and/or account to which Distributable Aid payments shall be sent.

Section 37. Application of Distributable Aid. In accordance with the State Revenue Sharing Act, the Authority hereby acknowledges the direct payment by the State Treasurer to the **[Master]** Trustee of Distributable Aid due the City and pledged to the Authority for the payment of debt service on the Series 2014 Bonds. The Trustee hereby agrees to hold the portion of Distributable Aid payments pledged to the Authority for the payment of debt service on the Bonds in trust on behalf of the Authority, as provided in the **[Supplemental/Master]** Indenture, for the payment of principal of and interest on the Series 2014 Bonds. The remaining Distributable Aid shall be remitted to the City in accordance with the **[Supplemental/Master]** Indenture and the instructions of the City. The debt service schedule for the Series 2014 Bonds is set forth in Exhibit A attached to this Agreement.

Section 38. Withholdings. The City and the Authority each acknowledge that in accordance with the State Revenue Sharing Act, the State Treasurer is authorized to withhold State Shared Revenues due the City as provided by the State Revenue Sharing Act or otherwise provided by law.

Section 39. Payment Obligations. The City agrees that unless and until funds are on deposit with the Trustee to meet the payment obligations for the Series 2014 Bonds under the

**[Supplemental/Master]** Indenture, when due, Distributable Aid shall not be paid by either the Trustee or the State Treasurer to the City.

Section 40. Right to Pledge Distributable Aid. The City reserves the right to pledge Distributable Aid to secure other bonds, notes or other obligations provided that (a) the amount of Distributable Aid received by the City in the fiscal year of the State preceding the issuance of such bonds or notes or other obligations equals or exceeds the amount required in each year to pay the sum of (i) an amount equal to [\_\_\_] times the principal and interest for the Series 2014 Bonds and (ii) the principal and interest on any additional bonds, notes or other obligations for which Distributable Aid has been pledged and (b) the amount of Distributable Aid composed of sales tax revenues received by the City in the fiscal year of the State preceding the issuance of such bonds, notes or other obligations equal or exceeds the amount required in each year to pay the sum of (i) an amount equal to [\_\_\_] times the principal and interest for the Series 2014 Bonds and (ii) the principal and interest on any additional bonds, notes or other obligations for which Distributable Aid has been pledged.

Section 41. Notices. Any notices provided under this Agreement shall be given to the parties at the following notice addresses:

(a) If to the City, to: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(b) If to the Authority, to: Michigan Finance Authority  
Richard H. Austin Building  
430 West Allegan Street  
Lansing, Michigan 48922  
Attention: Executive Director

(c) If to the State Treasurer, to: State of Michigan, Department of Treasury  
430 West Allegan Street  
Lansing, Michigan 48922

(d) If to the Trustee, to: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The City, the Authority, the State Treasurer and the Trustee may be given notice hereunder, in writing, designate any further or different addresses to which subsequent notices, certificates, requests, complaints, demands or other communications hereunder shall be sent.

Section 42. No Obligation to appropriate. This Agreement shall not require the State to make an appropriation to any municipality and shall not be construed as creating an indebtedness of the State.

Section 43. Trustee Obligations The Trustee, by its execution of this Agreement, acknowledges and consents to exercise all of its obligations and duties hereunder, subject to the same standard of care contained in the Resolutions and the **[Supplemental/Master]** Indenture.

Section 44. Representations and Warranties. The City hereby represents and warrants that this Agreement has been duly authorized, executed and delivered and is the valid and legally binding agreement and obligation of the City enforceable against it in accordance with its terms. The City further represents and warrants that except as otherwise disclosed in writing to the Authority, it has not pledged its Distributable Aid for the payment of any obligation other than the Series 2014 Bonds.

Section 45. Counterparts. This Agreement may be executed simultaneously in counterparts, each of which shall be deemed an original, and such counterparts together shall and will constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement be signed by the authorized signatories to evidence the acceptance of the agreement, and have caused this Agreement to be, executed in their behalf by an authorized officer, all as of the date first above written.

CITY OF ALLEN PARK

By: \_\_\_\_\_

MICHIGAN FINANCE AUTHORITY

By: \_\_\_\_\_

Authorized Officer

STATE TREASURER,  
STATE OF MICHIGAN

By: \_\_\_\_\_

\_\_\_\_\_,  
Trustee

By: \_\_\_\_\_

Its: \_\_\_\_\_

Dated: \_\_\_\_\_, 2014

**EXHIBIT A**  
**DEBT SERVICE SCHEDULE FOR THE BONDS**

See Attached.