

MICHAEL I. MIZZI
CITY CLERK

City of Allen Park

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City of Allen Park AGENDA

Special Council Meeting of: Wednesday, October 21, 2015 – 6:00 PM

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL

PUBLIC COMMENTS

1. Resolution to approve the additional tendering of Bonds (**Action**)

ADJOURNMENT (Action)

Doc. 1

**CITY OF ALLEN PARK
COUNTY OF WAYNE, MICHIGAN**

Minutes of a special meeting of the City Council of the City of Allen Park, County of Wayne, Michigan (the "City"), held in said City on the ___ day of October, 2015 at ___ p.m., Eastern Time.

PRESENT: Council Members: _____

ALSO PRESENT: _____

ABSENT: Council Members: _____

The following resolution was offered by _____ and supported by _____ and adopted by the following roll call vote:

Ayes: _____

Nays: _____

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

WHEREAS, Act 72 was repealed by the Local Financial Stability and Choice Act, Act 436, Public Acts of Michigan, 2012 ("Act 436"), which became effective on March 28, 2013; and

WHEREAS, pursuant to Section 9(10) of Act 436, an emergency financial manager appointed under former Act 72 and serving immediately prior to the effective date of Act 436 is considered an emergency manager under Act 436 and continues under Act 436 to fulfill his or her powers and duties, and effective on March 28, 2013, Joyce A. Parker became, *ipso facto*, the emergency manager of the City under Act 436 (the "Emergency Manager"); and

WHEREAS, on September 24, 2014 the Emergency Manager executed Order No. 2014-56 (the "Authorizing Order") captioned "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,” and

WHEREAS, pursuant to Section 19 of Act 436, the Authorizing Order was submitted to the City Council of the City at a special meeting held on October 1, 2014, and the actions proposed to be taken pursuant to the Authority Order were approved by the City Council at such meeting; and

WHEREAS, the Emergency Manager served continuously until September 25, 2014, on which date she executed Order No. 2014-057, recommending that the Governor appoint a receivership transition advisory board for the City under Act 436, and accordingly on such date Governor Snyder appointed four members of the City of Allen Park Receivership Transition Advisory Board (the “RTAB”) and specified their applicable statutory criteria; and

WHEREAS, with the appointment of the RTAB, the City has remained in receivership under Act 436 as of the date hereof; and

WHEREAS, pursuant to the RTAB’s Rules of Procedure, the actions proposed to be taken pursuant to the Authorizing Order were reviewed by the RTAB at a hearing held on January 7, 2015; and

WHEREAS, under the provisions of the Authorizing Order, the City was authorized to invite, through one or more endeavors either jointly 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 2009A Bonds and Series 2009B Bonds (collectively, the “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 2009 Bonds (each endeavor collectively, a “Tender Transaction”), subject to the parameters established by the Authorizing Order, with such final terms as shall be determined in an order of the Authorized Officers as defined in the Authorizing Order; and

WHEREAS, pursuant to the Authorizing Order, the Tender Order of the Mayor and City Clerk of the City dated August 13, 2015, the First Amendment to Tender Order dated September 17, 2015, an Acceptance of Offered Bonds dated October 1, 2015 (the “Acceptance”), and the Second Amendment to Tender Order dated October 13, 2015, the City issued an Invitation to Tender Bonds dated August 13, 2015 (the “Invitation”), the Notice of Price Increase and Extension of Expiration Date and Time dated September 17, 2015, the Notice of Expiration and Results, dated October 1, 2015, and the Notice of Extension of Settlement Date and Time, dated October 13, 2015 (collectively, the “Notices”), the City invited the Series 2009 Bondholders to offer to tender their Series 2009 Bonds to the City, and accepted for purchase \$11,210,000 in aggregate principal amount of the Series 2009 Bonds, with the settlement date for such Tender Transaction anticipated to be approximately November 5, 2015; and

WHEREAS, subsequent to the expiration of the invitation to tender described in the Invitation, the City has received from certain Series 2009 Bondholders (the “Offering Bondholders”) offers to sell to the City certain Series 2009 Bonds in the aggregate principal

amount of \$5,225,000 (the “Offered Bonds”), all as identified on Exhibit A attached hereto (the “Offers”), on generally the same terms and conditions as described in the Invitation and the Notices, with the settlement dated for such Offers anticipated to be on the same date as the settlement date for the Tender Transaction; and

WHEREAS, based on the recommendation of the City’s financial advisor as to the relative benefit to the City, the City desires to accept the Offers;

NOW THEREFORE, it is hereby resolved as follows:

1. The Mayor and the City Clerk of the City, acting jointly and not severally, and their respective deputies (the “Authorized Officers”), are authorized to accept the Offers from the Offering Bondholders on behalf of the City, and to purchase and subsequently cancel the Offered Bonds, pursuant to a purchase contract to be executed and delivered by each of the Authorized Officers on behalf of the City and each of the Offering Bondholders (each a “Purchase Contract”), on substantially the same terms and conditions as described in the Invitation and the Notices, with such changes as are necessitated by the change from an invitation to tender to an offer to sell, and otherwise in form acceptable to the Authorized Officers. The execution of each Purchase Contract by the Authorized Officers shall constitute conclusive evidence of such officer’s approval and this Council’s approval thereof.
2. The Authorized Officers are authorized individually or jointly to (a) execute, deliver, and seal, if appropriate, any other approvals, instructions, documents or instruments or (b) take or cause to be taken any actions which they deem necessary or desirable, in each case relating to the consummation of the transactions contemplated by the Offers and the Purchase Contract, such actions to include providing any necessary directions to the transfer agent relating to the Offered Bonds, and any such actions taken to date by an Authorized Officer are hereby ratified and confirmed.
3. Any Authorized Officer, as well as any of the City’s legal and financial advisors, 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, or as may be necessary to effectuate the purchase by the City and cancellation of the Offered Bonds and otherwise as contemplated by the Purchase Contract. Pursuant to Act 436 and the Rules of Procedure of the RTAB, the Authorized Officers shall cause this Resolution, together with pertinent information related to the Offers and the relative benefit to the City, to be submitted to the RTAB for review and approval promptly after its adoption.
4. The appointment of the law firm of Bodman PLC of Detroit, Michigan as counsel in connection with the Offers is hereby ratified and confirmed. The fees and expenses of Bodman PLC relating to the consummation of the transactions contemplated by the Offers and the Purchase Contract shall be payable as part of the issuance costs from the proceeds of the City’s General Obligation Limited Tax Refunding Bonds, Series 2015A (Taxable) and its General Obligation Limited Tax Refunding Bonds, Series 2015B

(Taxable) which are expected to be sold to the Michigan Finance Authority or other legally available funds of the City in accordance with the letter of such firm on file.

5. The appointment of Robert W. Baird & Co. Incorporated as the City's municipal advisor is hereby ratified and confirmed.
6. Any Authorized Officer is authorized to pay or cause to be paid any administrative costs relating to the consummation of the transactions contemplated by the Offers and the Purchase Contract, and any of those costs may be paid from any legally available funds of the City. 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.
7. All other ordinances, resolutions or orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.
8. 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.
9. This Resolution shall be effective immediately upon its adoption.

There being no further business, on motion of _____, seconded by _____, and unanimously adopted, the meeting was adjourned.

EXHIBIT A
OFFERING BONDHOLDERS AND OFFERED BONDS

The Offering Bondholders and the Offered Bonds are as follows. The purchase prices shown are as a percentage of par.

1. First Southern Securities, LLC

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ 20,000
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ 910,000
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$2,025,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price	
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$140,000
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

2. FMS Bonds, Inc.

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ 60,000
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$135,000
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$850,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price	
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$235,000

3. Birch Creek Capital, LLC

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$640,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price	
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

4. Alison H. Murchison

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ 40,000
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$120,000
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$ 20,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price	
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

5. Tyler Wynn

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$30,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price	
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

The undersigned do hereby certify that the foregoing is a true and complete copy of the minutes of a meeting of the City Council of the City of Allen Park, Wayne County, Michigan on October __, 2015, relative to adoption of the resolutions therein set forth; that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said meeting were kept and will be or have been made available as required by said Act.

William B. Matakas, Mayor

Michael I. Mizzi, City Clerk

Dated: October __, 2015

Doc. 2

OFFER TO SELL BONDS

This Offer to Sell Bonds constitutes an unsolicited offer (the "Offer") by the undersigned (the "Bondholder") to sell to the City of Allen Park, County of Wayne, Michigan (the "City") for cash the following bonds in the following principal amounts (the "Offered Bonds") and at the purchase price specified below:

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$20,000
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$910,000
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$2,025,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED		
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$140,000
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

* As a percentage of par.

The Bondholder acknowledges timely receipt of the Invitation to Tender Bonds made by the City of Allen Park, Wayne County, Michigan dated August 13, 2015, including the Questions and Answers, Disclosure Statement, S&P Report and the City Letter attached thereto (collectively, the "Invitation"), the Notice of Price Increase and Extension of Expiration Date and Time dated September 17, 2015, the Notice of Expiration and Results, dated October 1, 2015, and the Notice of Extension of Settlement Date and Time, dated October 13, 2015 (collectively, the "Notices"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Invitation and the Notices. This Offer is made subject to the terms and conditions of the Invitation and the Notices, as modified by the unsolicited nature of this Offer, that this Offer is not being submitted and will not be settled through DTC's ATOP System, and by the expiration of the offer described in the Invitation. By making this Offer, the Bondholder (a) agrees to be bound by the terms of the Invitation and the Notices, as so modified, (b) represents and warrants that (i) this Offer is unsolicited and (ii) that it is the beneficial owner of the Offered Bonds, (c) makes all of the representations and warranties of a Bondholder described in the Invitation, and (d) agrees upon the City's acceptance of this Offer to make arrangements with and to instruct its broker, bank, account executive or other financial institution which maintains the account in which its Offered Bonds are held to deliver the Offered Bonds 3 days prior to the Settlement Date to such account as may be directed by the City to facilitate the purchase of the Offered Bonds.

The Bondholder acknowledges and agrees that the City may, in its discretion, determine not to accept this Offer, or may accept this Offer in whole or in part, subject to such additional terms and conditions as City may require and which are acceptable to the Bondholder. This Offer will expire at 1:00 p.m., New York City time, on the Settlement Date if the Offered Bonds are not purchased by the City by such date and time, as such date and time may be extended by the City pursuant to the Invitation and the Notices.

Dated: October 20, 2015

FIRST SOUTHERN SECURITIES, LLC

By: *Judith VASILBUS STANLEY*

Its: *MONTGOMERY PARTNER*

This Offer is hereby accepted by the City, subject to the additional terms and conditions, if any, attached hereto.

Dated: October __, 2015

CITY OF ALLEN PARK, COUNTY OF WAYNE, MICHIGAN

By: _____

Its: _____

OFFER TO SELL BONDS

This Offer to Sell Bonds constitutes an unsolicited offer (the "Offer") by the undersigned (the "Bondholder") to sell to the City of Allen Park, County of Wayne, Michigan (the "City") for cash the following bonds in the following principal amounts (the "Offered Bonds") and at the purchase price specified below:

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ 60,000
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ 135,000
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$ 850,000
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price*	
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ 235,000

* As a percentage of par.

The Bondholder acknowledges timely receipt of the Invitation to Tender Bonds made by the City of Allen Park, Wayne County, Michigan dated August 13, 2015, including the Questions and Answers, Disclosure Statement, S&P Report and the City Letter attached thereto (collectively, the "Invitation"), the Notice of Price Increase and Extension of Expiration Date and Time dated September 17, 2015, the Notice of Expiration and Results, dated October 1, 2015, and the Notice of Extension of Settlement Date and Time, dated October 13, 2015 (collectively, the "Notices"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Invitation and the Notices. This Offer is made subject to the terms and conditions of the Invitation and the Notices, as modified by the unsolicited nature of this Offer, that this Offer is not being submitted and will not be settled through DTC's ATOP System, and by the expiration of the offer described in the Invitation. By making this Offer, the Bondholder (a) agrees to be bound by the terms of the Invitation and the Notices, as so modified, (b) represents and warrants that (i) this Offer is unsolicited and (ii) that it is the beneficial owner of the Offered Bonds, (c) makes all of the representations and warranties of a Bondholder described in the Invitation, and (d) agrees upon the City's acceptance of this Offer to make arrangements with and to instruct its broker, bank, account executive or other financial institution which maintains the account in which its Offered Bonds are held to deliver the Offered Bonds _____ days prior to the Settlement Date to such account as may be directed by the City to facilitate the purchase of the Offered Bonds.

The Bondholder acknowledges and agrees that the City may, in its discretion, determine not to accept this Offer, or may accept this Offer in whole or in part, subject to such additional terms and conditions as City may require and which are acceptable to the Bondholder. This Offer will expire at 1:00 p.m., New York City time, on the Settlement Date if the Offered Bonds are not purchased by the City by such date and time, as such date and time may be extended by the City pursuant to the Invitation and the Notices.

Dated: October 20, 2015

FMS Bonds, Inc.
By: Edward Remig 
Its: Vice President

This Offer is hereby accepted by the City, subject to the additional terms and conditions, if any, attached hereto.

Dated: October ____, 2015

CITY OF ALLEN PARK, COUNTY OF
WAYNE, MICHIGAN

By: _____

Its: _____

OFFER TO SELL BONDS

This Offer to Sell Bonds constitutes an unsolicited offer (the "Offer") by the undersigned (the "Bondholder") to sell to the City of Allen Park, County of Wayne, Michigan (the "City") for cash the following bonds in the following principal amounts (the "Offered Bonds") and at the purchase price specified below:

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$ <u>640,000</u>
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price*	Principal Amount
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

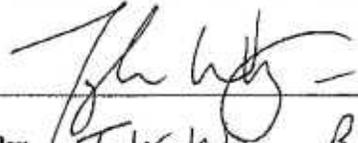
City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

* As a percentage of par.

The Bondholder acknowledges timely receipt of the Invitation to Tender Bonds made by the City of Allen Park, Wayne County, Michigan dated August 13, 2015, including the Questions and Answers, Disclosure Statement, S&P Report and the City Letter attached thereto (collectively, the "Invitation"), the Notice of Price Increase and Extension of Expiration Date and Time dated September 17, 2015, the Notice of Expiration and Results, dated October 1, 2015, and the Notice of Extension of Settlement Date and Time, dated October 13, 2015 (collectively, the "Notices"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Invitation and the Notices. This Offer is made subject to the terms and conditions of the Invitation and the Notices, as modified by the unsolicited nature of this Offer, that this Offer is not being submitted and will not be settled through DTC's ATOP System, and by the expiration of the offer described in the Invitation. By making this Offer, the Bondholder (a) agrees to be bound by the terms of the Invitation and the Notices, as so modified, (b) represents and warrants that (i) this Offer is unsolicited and (ii) that it is the beneficial owner of the Offered Bonds, (c) makes all of the representations and warranties of a Bondholder described in the Invitation, and (d) agrees upon the City's acceptance of this Offer to make arrangements with and to instruct its broker, bank, account executive or other financial institution which maintains the account in which its Offered Bonds are held to deliver the Offered Bonds 3 days prior to the Settlement Date to such account as may be directed by the City to facilitate the purchase of the Offered Bonds.

The Bondholder acknowledges and agrees that the City may, in its discretion, determine not to accept this Offer, or may accept this Offer in whole or in part, subject to such additional terms and conditions as City may require and which are acceptable to the Bondholder. This Offer will expire at 1:00 p.m., New York City time, on the Settlement Date if the Offered Bonds are not purchased by the City by such date and time, as such date and time may be extended by the City pursuant to the Invitation and the Notices.

Dated: October 20, 2015


By: Tyler Wynn, Birch Creek Capital, LLC
Its: Principal

This Offer is hereby accepted by the City, subject to the additional terms and conditions, if any, attached hereto.

Dated: October ____, 2015

CITY OF ALLEN PARK, COUNTY OF WAYNE, MICHIGAN

By: _____

Its: _____

OFFER TO SELL BONDS

This Offer to Sell Bonds constitutes an unsolicited offer (the "Offer") by the undersigned (the "Bondholder") to sell to the City of Allen Park, County of Wayne, Michigan (the "City") for cash the following bonds in the following principal amounts (the "Offered Bonds") and at the purchase price specified below:

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ <u>40,000</u>
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ <u>120,000</u>
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$ <u>24,000</u>
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price*	Principal Amount
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

* As a percentage of par.

The Bondholder acknowledges timely receipt of the Invitation to Tender Bonds made by the City of Allen Park, Wayne County, Michigan dated August 13, 2015, including the Questions and Answers, Disclosure Statement, S&P Report and the City Letter attached thereto (collectively, the "Invitation"), the Notice of Price Increase and Extension of Expiration Date and Time dated September 17, 2015, the Notice of Expiration and Results, dated October 1, 2015, and the Notice of Extension of Settlement Date and Time, dated October 13, 2015 (collectively, the "Notices"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Invitation and the Notices. This Offer is made subject to the terms and conditions of the Invitation and the Notices, as modified by the unsolicited nature of this Offer, that this Offer is not being submitted and will not be settled through DTC's ATOP System, and by the expiration of the offer described in the Invitation. By making this Offer, the Bondholder (a) agrees to be bound by the terms of the Invitation and the Notices, as so modified, (b) represents and warrants that (i) this Offer is unsolicited and (ii) that it is the beneficial owner of the Offered Bonds, (c) makes all of the representations and warranties of a Bondholder described in the Invitation, and (d) agrees upon the City's acceptance of this Offer to make arrangements with and to instruct its broker, bank, account executive or other financial institution which maintains the account in which its Offered Bonds are held to deliver the Offered Bonds 3 days prior to the Settlement Date to such account as may be directed by the City to facilitate the purchase of the Offered Bonds.

The Bondholder acknowledges and agrees that the City may, in its discretion, determine not to accept this Offer, or may accept this Offer in whole or in part, subject to such additional terms and conditions as City may require and which are acceptable to the Bondholder. This Offer will expire at 1:00 p.m., New York City time, on the Settlement Date if the Offered Bonds are not purchased by the City by such date and time, as such date and time may be extended by the City pursuant to the Invitation and the Notices.

Dated: October 20, 2015

By: Alison H. Mowbray

Its: Alison H. Mowbray

This Offer is hereby accepted by the City, subject to the additional terms and conditions, if any, attached hereto.

Dated: October , 2015

CITY OF ALLEN PARK, COUNTY OF
WAYNE, MICHIGAN

By: _____

Its: _____

OFFER TO SELL BONDS

This Offer to Sell Bonds constitutes an unsolicited offer (the "Offer") by the undersigned (the "Bondholder") to sell to the City of Allen Park, County of Wayne, Michigan (the "City") for cash the following bonds in the following principal amounts (the "Offered Bonds") and at the purchase price specified below:

City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009A (Taxable)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 MV6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 NF0	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 NR4	103%	\$ <u>30,000</u>
General Obligation Limited Tax Bonds Series 2009A (Taxable) INSURED	Purchase Price*	Principal Amount
Bonds due May 1, 2029, CUSIP No. 018015 QV2	108%	\$ _____

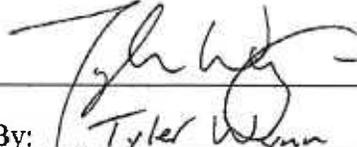
City of Allen Park, County of Wayne, Michigan General Obligation Limited Tax Bonds Series 2009B (Recovery Zone Facility Bonds)	Purchase Price*	Principal Amount
Bonds due May 1, 2019, CUSIP No. 018015 NZ6	103%	\$ _____
Bonds due May 1, 2029, CUSIP No. 018015 PK7	103%	\$ _____
Bonds due May 1, 2039, CUSIP No. 018015 PV3	103%	\$ _____

* As a percentage of par.

The Bondholder acknowledges timely receipt of the Invitation to Tender Bonds made by the City of Allen Park, Wayne County, Michigan dated August 13, 2015, including the Questions and Answers, Disclosure Statement, S&P Report and the City Letter attached thereto (collectively, the "Invitation"), the Notice of Price Increase and Extension of Expiration Date and Time dated September 17, 2015, the Notice of Expiration and Results, dated October 1, 2015, and the Notice of Extension of Settlement Date and Time, dated October 13, 2015 (collectively, the "Notices"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Invitation and the Notices. This Offer is made subject to the terms and conditions of the Invitation and the Notices, as modified by the unsolicited nature of this Offer, that this Offer is not being submitted and will not be settled through DTC's ATOP System, and by the expiration of the offer described in the Invitation. By making this Offer, the Bondholder (a) agrees to be bound by the terms of the Invitation and the Notices, as so modified, (b) represents and warrants that (i) this Offer is unsolicited and (ii) that it is the beneficial owner of the Offered Bonds, (c) makes all of the representations and warranties of a Bondholder described in the Invitation, and (d) agrees upon the City's acceptance of this Offer to make arrangements with and to instruct its broker, bank, account executive or other financial institution which maintains the account in which its Offered Bonds are held to deliver the Offered Bonds 3 days prior to the Settlement Date to such account as may be directed by the City to facilitate the purchase of the Offered Bonds.

The Bondholder acknowledges and agrees that the City may, in its discretion, determine not to accept this Offer, or may accept this Offer in whole or in part, subject to such additional terms and conditions as City may require and which are acceptable to the Bondholder. This Offer will expire at 1:00 p.m., New York City time, on the Settlement Date if the Offered Bonds are not purchased by the City by such date and time, as such date and time may be extended by the City pursuant to the Invitation and the Notices.

Dated: October 20, 2015


By: _____
Its: Individual

This Offer is hereby accepted by the City, subject to the additional terms and conditions, if any, attached hereto.

Dated: October _____, 2015

CITY OF ALLEN PARK, COUNTY OF
WAYNE, MICHIGAN

By: _____

Its: _____