

**BOARD OF EDUCATION
REGULAR MEETING MINUTES**

October 27, 2008

The regular meeting of the Board of Education of the Portage Public Schools held on Monday, October 27, 2008, was called to order at 6:30 p.m. by President Johnson in the Community Room of the Administration Building, 8111 S. Westnedge. She welcomed an audience of 50 people and all in attendance recited the Pledge of Allegiance.

Board Trustees Present: Shirley Johnson, Melanie Kurdys, Deb Polderman, Dale Posthumus, Rusty Rathburn, and Jennifer Whistler

Board Trustees Absent: Wendy Mazer

RECOGNITION

President Johnson welcomed and recognized Central High School history teacher, Mr. Kent Baker. Mr. Baker is the recipient of the 2008 History Educator Award for Excellence in Teaching History from the Michigan Council for History Education.

REPORTS

Superintendent's Report: Superintendent Wells provided community updates on a visit by representatives of the Michigan Department of Education in the District to learn about the success of a student initiative at North Middle School of the MiBLSi (Michigan Integrated Behavior and Learning Support Initiative) research-based practice. This program helps staff look at research-based practices that help improve student behavior and academic achievement. Findings will be shared at a November State Board of Education meeting. She also mentioned Haverhill and Angling Road Elementary Schools are also participating in this program.

Superintendent Wells informed the audience the second 'Inside PPS' will be in the *Portage Gazette* next Monday. This replaces the previous District newsletters; it will be printed the first Monday of each month and will focus more on strategic issues. The November issue will feature Portage graduate, Ms. Lindsay Tarpley, and lists District activities. She reminded the audience that Northern High School will be presenting their fall musical 'Bye Bye Birdie' beginning November 7th.

Superintendent Wells informed the audience of Red Ribbon Week and the Board encouraged all citizens to participate in drug prevention education activities. She discussed partnerships formed and ongoing activities regarding drug and substance abuse in the District. The Superintendent shared the next Portage Strategy Team meeting is scheduled for Monday, November 3, from 6:30-8:00 p.m. at the Fire Department Headquarters in the Training Room on S. Westnedge. She encouraged interested members of our community to attend. She discussed additional professional development being provided to District staff, community resources available, piloting a "help line" managed by the Elizabeth Upjohn Healing Center, and planning parent information sessions at the middle schools to prepare parents on substance abuse issues with teens. She also mentioned updated information on District actions is available on our web site.

Superintendent Wells briefed the audience on Bond construction projects at 12th Street Elementary, planning for Lake Center Elementary and Central and Northern High School projects. Bid proposals for Lake Center

and both high schools will happen during the winter months with Northern being the first. She discussed these three projects would be under way by the start of the 2009 school year and the challenge of construction on those sites while school is in session. She also discussed challenges of the high school traffic congestion, safety issues, proximity to middle schools and other District buildings, and equity issues. She commented the District will continue to teach tennis, with training from the United States Tennis Association; court location is still to be determined. The Administration has formed a Steering Committee asking for District tennis and cross-country staff representatives to work with athletic directors and principals on design options. Committee findings over the next 2 months will be reviewed by the Board this winter. Final decisions will be held off until the District has received bids on both high school sites.

Superintendent Wells acknowledged academic programming is the highest priority along with safety at both sites. She reminded the audience the District values athletic programs and the people that work with students. She discussed continuing to provide the opportunity for District students to learn about and enjoy tennis. The District would like tennis courts on both high school sites, if at all possible. There are no current plans for anything other than tennis courts. The District does not want to do anything that is a grave detriment to any other sport or program, but want to be fiscally responsible while making wise choices. The Superintendent announced she will be providing an opportunity to share thoughts or concerns about this issue with her and asked anyone interested to contact the Community Relations Manager, Mr. Tom Vance.

President Johnson reiterated no decisions have been made and the tennis court location is still in conversation. She acknowledged academics and safety being the highest priority and added the District does value the athletic programs and the co-curricular activities. The Board is very cognizant of the quality of the cross-country course and will keep those aspects in mind as they work through all the planning aspects and she acknowledged appreciation for the community feedback. For the community's benefit she reminded the audience that no decision will be made until bid packets are received at end of February or early March.

Mrs. Kurdys thanked the District for announcement about Red Ribbon week, the updated information on the District web site, and inquired about the continuation of drug dogs. Superintendent Wells confirmed this program is still active in the District.

Financial Report: The Assistant Superintendent of Operations, Mr. Tom Noverr shared the General Fund Condensed Statement of Revenues and Expenditures for the three month period ending September 30, 2008.

Mr. Noverr announced the information portion of the Action Item pertaining to the 2007/08 District Audit was moving up in the agenda. He introduced the Business Manager, Mrs. Karla Colestock, for background on the 2007/08 Audit. Mrs. Colestock introduced Mr. Stephen Blann, Auditor from Rehmann Robson. Mr. Blann provided details on the 2007/08 Comprehensive Annual Financial Report, Single Audit Report, and Management Letter and responded to Trustee questions.

COMMENTS OR COMMUNICATIONS

President Johnson opened the comments and communications portion of the meeting and asked if there were any citizens who would like to speak to the Board. Mrs. Polderman explained guidelines the Board uses for this portion of the meeting.

Mr. Bob Schafer, 7667 Cobblewood, a citizen, shared traffic flow concerns with the current plans for the high schools and adjacent middle schools.

Mr. Dan Wytko, 7310 Wrenbury, a District teacher, coach and member of the tennis court steering committee, shared documents, timelines, and statements with the Board pertaining to the tennis courts. He discussed concerns and his preference for the location of District tennis courts to be at both high school sites.

Mr. John Dunlop, 7648 Ravenswood, a District teacher and parent, discussed the Quick Start tennis program introduction he received and how he thinks it could positively impact the District. He also shared concerns and his preference for the location of District tennis courts to be at both high school sites and the impact on the physical education curriculum.

Ms. Betsy Sell, 3327 Lake Hill, a parent, shared concerns for the possible impact a tennis complex would have on the cross-country course at West Middle School and his preference for the location of District tennis courts to be at both high school sites as approved by voters.

Mr. Scotty Wilson, 223 Barberry, a citizen, shared concerns and his preference for the location of District tennis courts to be at both high school sites and stressed the need for on-site courts.

Mr. Bill Fries, 6426 Cypress, a District teacher and coach, shared concerns and his preference for the location of District tennis courts to be at both high school sites, benefiting those neighborhoods.

Mr. Tony Moon, 11483 12th Street, a District teacher, shared concerns and his preference for the location of District tennis courts to be at both high school sites.

Mr. Dan Hartley, 725 Sunbright, a parent, thanked the District for allowing him to share his thoughts, discussed agenda transparency and urged the District to over communicate for citizen confidence.

Mr. Jerry Spade, 7106 Leawood, retired teacher and Michigan High School Official, shared concerns for the District cross-country course.

Two District students from Central and Northern High Schools shared concerns for the District cross-country course.

Ms. Judy Acker-Smith, 7202 Angling Road, a citizen, shared concerns for the location of District tennis courts. She emphasized the District's first choice should be to leave the courts at both high school sites.

Mr. Mark Kiser, 1909 Holiday Lane, a parent, shared concerns about students needs regarding tennis courts, the District cross-country course, and transportation costs.

Ms. Margaret O'Brien, 1625 Bellaire, a parent, shared the value of these life-long sports and concerns for the District cross-country course, the location of District tennis courts at both high school sites.

Ms. Judi Santek, 7537 Autumn St., a citizen, suggested cutting the number of courts planned at each high school but urged the District to keep courts at both sites.

Ms. Diane Konwinski, 7867 Highland Corral, a parent, shared concerns and her preference for the location of District tennis courts to be at both high school sites.

Mr. David Russell, 5301 Fieldstone Dr., a citizen, shared concerns for the District cross-country course, and his preference for the location of District tennis courts to be at both high school sites.

Mr. Chris Crowell, 3885 East E Ave., a citizen, shared concerns for the District cross-country course and possible impact on the Portage Invitational.

President Johnson opened the floor to comments from fellow Board members.

Mrs. Polderman informed the audience that decisions on the tennis courts have not been made. She complimented the District on their increased United Way contributions of 12.5% over last year.

Mr. Posthumus thanked the community for being engaged and providing comment to the Board.

Mrs. Kurdys commented on Board oversight and leadership, the Policy Governance change and ongoing Policy discussion pertaining to approval levels. Mrs. Kurdys requested the addition of an action item to establish the decision making process, the Board's role in leadership and oversight to the decision making process.

Mr. Rathburn echoed Mr. Posthumus' comments adding he appreciates the input from stakeholders. He reflected on several student letters shared by Northern High School teacher, Ms. Ann Dunayczan. He commented about teachers never getting to see their finished product and the importance of students acknowledging teacher impact.

Mrs. Whistler thanked the citizens for their comments and reinforced prior comments that no decision on the tennis courts have been made. She reminded the audience that the Board listens to community input and reflected on changes made to current plans through citizen feedback.

In Mrs. Mazer's absence, Mrs. Kurdys shared comments from Mrs. Mazer pertaining to supporting tennis courts at both high school sites, concern about impact to the cross-country course, and she encouraged community dialogue on this topic.

President Johnson thanked the community members for sharing their comments and those that stayed to hear Trustee comments to the issues. She discussed protocol when commenting for absent Trustees, the Policy Governance transition, Board commitment, responsibility to our constituents, and the decision making process. President Johnson again acknowledged appreciation for the input received tonight and reminded the audience that no decisions have been made regarding the tennis courts.

Superintendent Wells commented about all at the meeting wanting the very best for the District's students. She emphasized that the District will listen carefully to feedback and try to do the right thing. She also reminded anyone interested in speaking with her further on the tennis court topic to contact the Community Relations Manager, Mr. Tom Vance.

CONSENT AGENDA

Motion offered by Mrs. Whistler, supported by Mrs. Polderman, that the Board of Education approve the Consent Agenda items with two friendly amendments to reflect the October 13th meeting as a Committee Meeting of the Whole Work Session and confirm Mrs. Polderman's election as Board Secretary in the September 22nd Minutes, as presented. Included on the Consent Agenda was the approval of Minutes of September 15, 2008 Policy Development Meeting; September 22, 2008 Special and Regular Meetings; October 9, 2008 Policy Development Meeting; October 13, 2008 Committee of the Whole Work Session; and October 23, 2008 Policy Development Meeting; and Red Ribbon Week Proclamation. Motion carried unanimously.

REQUIRED APPROVAL AGENDA ITEMS

Motion offered by Mrs. Polderman, supported by Mr. Posthumus, that the Board of Education adopt the Bond Refunding Resolution, as presented.

The Assistant Superintendent of Operations, Mr. Tom Noverr provided background information and responded to a Trustee question.

Upon a roll call vote, all Trustees present voted in favor of the motion.

Motion offered by Mr. Posthumus, supported by Mrs. Polderman, that the Board of Education adopt the attached Resolution which adopts the Michigan Retirement Investment Consortium Section 403(b) Tax-Sheltered Annuity Plan and the Adoption Agreement, as presented. This Resolution also authorizes the Superintendent to execute this Adoption Agreement.

District Legal Counsel, Mr. John Manske, provided background information and responded to Trustee questions.

Upon a roll call vote, all Trustees present voted in favor of the motion.

Motion offered by Mrs. Polderman, supported by Mr. Posthumus, that the Board of Education adopt the attached Resolution which authorizes the District's entry into the Section 403(b) Participation Agreement effectuating the Interlocal Agreement for the Michigan Retirement Investment Consortium, as presented. This Resolution also authorizes the Superintendent to execute this Participation Agreement.

Mr. Manske provided background information and responded to Trustee questions.

Upon a roll call vote, all Trustees present voted in favor of the motion.

Motion offered by Mr. Rathburn, supported by Mrs. Polderman, that the Board of Education adopt the attached Resolution which authorizes Assistant Superintendent for Operations to execute a contract with Consumers Energy for electric service, as presented.

Mr. Noverr provided background information and responded to Trustee questions.

Upon a roll call vote, all Trustees present voted in favor of the motion.

ACTION ITEMS

Motion offered by Mrs. Polderman, supported by Mrs. Whistler that the Board of Education accept the 2007/08 Comprehensive Annual Financial Report, Single Audit Report, and Management Letter, as presented.

Mrs. Kurdys discussed receiving more information on the Policy approval levels and President Johnson responded that Mrs. Kurdys request would be brought to the Board through a Monitoring Report.

Motion carried unanimously.

Motion offered by Mrs. Whistler supported by Mrs. Polderman, that the Board of Education ratify the 2008/09 Contract with the International Union of Operating Engineers, Local 547 (Food Group), as presented.

Mr. Manske provided background information.

Motion carried unanimously.

Motion offered by Mr. Posthumus, supported by Mrs. Polderman, that the Board of Education recommend the role of Treasurer as stated in the Bond Refunding Resolution, page 3, be fulfilled by Assistant Superintendent for Operations, Mr. Tom Noverr. Motion carried unanimously.

President Johnson again acknowledged appreciation for all attendees and their comments.

There being no further business to come before the Board, the meeting was adjourned at 8:39 p.m.

Respectfully submitted,

Edna Kent
Recording Secretary

**RESOLUTION AUTHORIZING ISSUANCE OF
2009 REFUNDING BONDS
(UNLIMITED TAX GENERAL OBLIGATION)**

**PORTAGE PUBLIC SCHOOLS
COUNTY OF KALAMAZOO, MICHIGAN**

Minutes of a regular meeting of the Board of Education of the Portage Public Schools, County of Kalamazoo, Michigan, held in the School District on the ____ day of October, 2008 at _:__ p.m., Eastern Daylight Time.

PRESENT: Members _____

ABSENT: Members _____

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

WHEREAS, Part VI of Act 34, Public Acts of Michigan, 2001, as amended (the “Act”), permits the Portage Public Schools (the “School District”) to refund or advance refund all or a portion of the funded indebtedness of the School District; and

WHEREAS, the School District wishes to refund all or a portion of its 1999 Refunding Bonds (Unlimited Tax), dated February 15, 1999, maturing or subject to mandatory redemption on May 1 in the years 2010 through 2019, callable on an any interest payment date on or after May 1, 2009 (the “Prior Bonds”); and

WHEREAS, the School District determines that it is in the best interest of the School District to currently refund all or a portion of the Prior Bonds; and

WHEREAS, prior to issuance of the Bonds, pursuant to the Act, it will be necessary for the School District to secure approval to issue the Bonds from the Michigan Department of Treasury (the “Department”), or in the alternative, obtain qualified status from the Department to issue municipal securities.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Bonds of the School District designated 2009 Refunding Bonds (Unlimited Tax General Obligation) (the "Bonds") be issued, in the aggregate principal amount of not to exceed Eighteen Million Five Hundred Dollars (\$18,500,000), or such lesser amount as shall be determined by the Superintendent or the Assistant Superintendent of Operations (the "Assistant Superintendent") upon sale thereof for the purpose of refunding all or a portion of the Prior Bonds. The issue shall consist of bonds registered as to principal and interest of the denomination of \$5,000 or integral multiples thereof, be dated as of the date of delivery or such other date as shall be determined by the Superintendent or the Assistant Superintendent at the time of sale of the Bonds, and numbered as determined by the Transfer Agent (hereinafter defined). The Bonds shall mature on May 1 in the years and in the principal amounts as determined by the Superintendent or the Assistant Superintendent at the time of sale. The Bonds will be issued as current interest bonds. The Bonds shall bear interest at a rate or rates to be determined upon negotiated sale thereof, payable semi-annually on May 1 and November 1 in the years as determined by the Superintendent or the Assistant Superintendent at the time of sale. The net present value savings to be realized by the School District shall not be less than 2.50% of the outstanding principal amount of the bonds to be refunded, the true interest cost of the Bonds shall not exceed 4.00%, the underwriter's discount shall not exceed 0.70% of the principal amount of the Bonds, and the cost of issuance (excluding underwriter's discount) shall not exceed 0.60% of the principal amount of the Bonds.

Interest on the Bonds shall be paid by check drawn on the Transfer Agent mailed to the registered owner of the Bonds at the registered address, as shown on the registration books of the School District maintained by the Transfer Agent. Interest shall be payable to the registered owner of record as of the fifteenth day of the month prior to the payment date for each interest payment. The date of determination of registered owner for purposes of payment of interest as provided in this paragraph

may be changed by the School District to conform to market practice in the future. The principal of the Bonds shall be payable at a bank or trust company as a registrar and transfer agent for the Bonds to be selected by the Superintendent or the Assistant Superintendent (the "Transfer Agent").

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

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

2. Unless the School District establishes a Common Debt Retirement Fund as provided by law for all issues of bonds of like character of the School District, the Treasurer shall open a special depository account for the Bonds with a bank to be designated 2009 REFUNDING BONDS DEBT RETIREMENT FUND (the "Debt Retirement Fund"). All proceeds from taxes levied for the payment of the principal of, interest on, and redemption premiums, if any, for the Bonds shall be deposited into the Debt Retirement Fund or the Common Debt Retirement Fund, if one is established. If a Debt Retirement Fund is established, the moneys deposited in the fund shall be used solely for the purpose of paying the principal of, interest on and redemption premiums, if any, for the Bonds. If the School District establishes a Common Debt Retirement Fund, the moneys deposited in that fund shall be used solely for the payment of the principal of and interest on the Bonds and other bonds of like character of the School District payable from the Common Debt Retirement Fund. The accrued interest, if any,

received upon delivery of the Bonds shall also be deposited in the Debt Retirement Fund. Payments of principal and interest on the Bonds shall be made to the Transfer Agent.

3. Proceeds of the Bonds shall be used to pay the costs of issuance of the Bonds and to secure payment of the Prior Bonds as provided in this paragraph. Upon receipt of the proceeds of sale of the Bonds the accrued interest, if any, shall be deposited in the Debt Retirement Fund for the Bonds. Based upon the advice of the financial advisor and bond counsel, the net original issue premium received upon sale and delivery of the Bonds, if any, shall be deposited in the Debt Retirement Fund for the Bonds or the Escrow Fund established below. From the proceeds of the Bonds there shall be set aside a sum sufficient to pay the costs of issuance of the Bonds in a fund designated the 2009 Bond Issuance Fund to be established with the Escrow Trustee identified below. Moneys in the 2009 Bond Issuance Fund shall be used solely to pay expenses of issuance of the Bonds. Any amounts remaining in the 2009 Bond Issuance Fund after payment of issuance expenses shall be transferred to the Debt Retirement Fund for the Bonds. The balance of the proceeds of the Bonds, together with any moneys transferred by the School District at the time of sale of the Bonds from the debt retirement fund for the Prior Bonds, and any other available funds of the School District, shall be invested in direct obligations of or obligations the principal of and interest on which are unconditionally guaranteed by the United States of America or other obligations the principal of and interest on which are fully secured by the foregoing (the "Escrow Funds") and used to pay principal of and interest on the Prior Bonds. The Escrow Funds shall be held by a bank or trust company, as Escrow Trustee (the "Escrow Trustee"), in trust pursuant to an Escrow (the "Escrow") which shall irrevocably direct the Trustee to take all necessary steps to call for redemption that portion of the Prior Bonds specified by the Superintendent or the Assistant Superintendent upon sale of the Bonds, including mailing of redemption notices, on any date specified by the Superintendent or the Assistant Superintendent on which the Prior Bonds may be called for redemption. The investment held in the Escrow Funds shall be such that the

principal and interest payments received thereon will be sufficient, without reinvestment, to pay the principal of and interest on the Prior Bonds when due and upon call for redemption required by this paragraph, and the Superintendent or the Assistant Superintendent is hereby authorized to select and retain on behalf of the School District a Trustee to serve under the Escrow. The Superintendent and the Assistant Superintendent are each authorized and directed to purchase or cause to be purchased, escrow securities, including United States Treasury Obligations – State and Local Government Series (SLGS), in an amount sufficient to fund the Escrow.

4. The Bonds may be issued as serial or term bonds or both and shall be subject to optional and/or mandatory redemption prior to maturity at the times, in the manner, in the amounts and at the prices determined by the Superintendent or the Assistant Superintendent upon sale of the Bonds and in the manner provided in the form of bond set forth in paragraph 6 of this Resolution.

5. Commencing with the fiscal year beginning July 1, 2009 it shall be the duty of the School District to levy a tax annually in an amount sufficient so that the estimated collections therefrom will be sufficient to pay promptly when due the principal of and interest becoming due on the Bonds prior to the time of the next year's tax levy, which tax levies shall not be subject to limitation as to rate or amount.

6. The Bonds shall be substantially in the following form:

UNITED STATES OF AMERICA

STATE OF MICHIGAN
COUNTY OF KALAMAZOO

PORTAGE PUBLIC SCHOOLS
2009 REFUNDING BOND
(UNLIMITED TAX GENERAL OBLIGATION)

<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>DATE OF ORIGINAL ISSUE</u>	<u>CUSIP</u>
	May 1, 20__		

Registered Owner: Cede & Co.

Principal Amount: _____ Dollars

Portage Public Schools, County of Kalamazoo, State of Michigan (the "School District") promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, in lawful money of the United States of America on the Date of Maturity specified above, unless prepaid prior thereto as hereinafter provided, with interest thereon (computed on the basis of a 360-day year consisting of twelve 30-day months) from the Date of Original Issue specified above, or such later date to which interest has been paid, until paid, at the Interest Rate per annum specified above, first payable on _____, 20__ and semiannually thereafter. Principal of this bond is payable at the corporate trust office of _____, or such other transfer agent as the School District may hereafter designate by notice mailed to the registered owner hereof not less than 60 days prior to any interest payment date (the "Transfer Agent"). Interest on this bond is payable by check or draft mailed by the Transfer Agent to the person or entity who or which is as of the 15th day of the month prior to each interest payment date, the registered owner, at the registered address. For the prompt payment of this bond, both principal and interest, the full faith and credit of the School District is hereby irrevocably pledged.

This bond is one of a series of bonds of even date of original issue aggregating the principal sum of \$ _____, (the "Bonds"). The Bonds are issued under and in pursuance of the provisions of Act 451, Public Acts of Michigan, 1976, as amended, and Act 34, Public Acts of Michigan, 2001, as amended, and pursuant to a resolution duly adopted by the Board of Education of the School District on October __, 2008 for the purpose of refunding a portion of a prior bond issue of the School District.

This bond and the interest hereon are payable from the Debt Retirement Fund of the School District for this issue, and the School District is obligated to levy annually sufficient taxes without limitation as to rate or amount to provide for the payment of the principal of and interest on these bonds as they mature.

Bonds or \$5,000 portions of bonds maturing in the years 20__ to 20__, inclusive, shall not be subject to redemption prior to maturity.

Bonds maturing in the years 20__ to 20__, inclusive, shall be subject to redemption prior to maturity, at the option of the School District, in any order of maturity, and by lot within a single maturity, on any date on or after May 1, 20__. Bonds or portions thereof called for redemption shall be redeemed at par plus accrued interest to the date fixed for redemption.

[Insert mandatory redemption provisions if needed]

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

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

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

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

IN WITNESS WHEREOF, the Portage Public Schools, County of Kalamazoo, State of Michigan, by its Board of Education has caused this bond to be signed in the name of the School District by the facsimile signature of the President and to be countersigned by the facsimile signature of the Secretary of the Board of Education, all as of the Date of Original Issue.

Portage Public Schools
County of Kalamazoo
State of Michigan

By [Facsimile]
President

Countersigned:

 [Facsimile]
Secretary

[FORM OF TRANSFER AGENT'S CERTIFICATE OF AUTHENTICATION]

Certificate of Authentication

This bond is one of the bonds described in the within-mentioned resolution.

Transfer Agent

By _____
Authorized Signature

Date of Authentication _____

7. The School District has considered the option of selling the Bonds through a competitive sale and a negotiated sale and, pursuant to the requirements of the Act and based on the advice of the School District's financial advisor, determines that a negotiated sale of the Bonds provides the School District with greater flexibility in structuring bond maturities and the timing of the sale of the Bonds, and will enable the School District to better market the Bonds to the advantage of the School District and its taxpayers.
8. The Superintendent and the Assistant Superintendent are each authorized to select and appoint a senior managing underwriter for the Bonds (the "Underwriter"), and to negotiate and, subject to the parameters set forth in this Resolution, award the sale of the Bonds to the Underwriter pursuant to a bond purchase agreement. The Superintendent and the Assistant Superintendent are each authorized to execute and deliver the bond purchase agreement on behalf of the School District.
9. The representation of the School District by Miller, Canfield, Paddock and Stone, P.L.C. as bond counsel is hereby approved, notwithstanding Miller, Canfield's periodic representation, in unrelated matters, of other potential parties to the 2009 Refunding Bonds transaction.
10. The School District hereby appoints H. J. Umbaugh & Associates to act as financial advisor with respect to the Bonds.
11. The Superintendent or the Assistant Superintendent shall cause preliminary and final official statements describing the Bonds to be prepared and circulated to prospective purchasers of the Bonds, apply for bond ratings from such municipal bond rating agencies as is deemed appropriate, and apply for and purchase a policy of municipal bond insurance, if deemed appropriate by the financial advisor and bond counsel.
12. The Superintendent and the Assistant Superintendent are each hereby authorized to approve the final Official Statement relating to the Bonds. The President of the Board of Education or the Superintendent is authorized and directed to execute and deliver the Official Statement on behalf of the

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

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

14. The School District hereby covenants that, to the extent permitted by law, it shall take all actions within its control necessary to maintain the exclusion of interest on the Bonds from adjusted gross income for federal income purposes under the Internal Revenue Code of 1986, as amended (the "Code") including but not limited to, actions relating to the rebate of arbitrage earnings, if applicable, and the expenditure and investment of Bond proceeds and moneys deemed to be Bond proceeds.

15. The officers, administrators, agents and attorneys of the School District are authorized and directed to execute and deliver all other agreements, documents and certificates and to take all other actions necessary to complete the issuance and delivery of the Bonds in accordance with this Resolution, including any appropriate requests to the Department. The officers, administrators, agents and attorneys of the School District are authorized and directed to pay costs of issuance including bond counsel fees, financial advisor fees, rating agency fees, transfer agent fees, escrow agent fees, verification agent fees, costs of printing the preliminary and final official statements, purchase of

securities for the purpose of funding the Escrow, and any other costs necessary to accomplish sale and delivery of the Bonds.

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

AYES: Members _____

NAYS: Members _____

RESOLUTION DECLARED ADOPTED.

Secretary

I hereby certify that the foregoing constitutes a true and complete copy of a resolution adopted by the Board of Education of the Portage Public Schools, County of Kalamazoo, State of Michigan, at a regular meeting held on October __, 2008, and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of 1976, as amended, and that the minutes of said meeting were kept and will be or have been made available as required by said Act.

Secretary

EXHIBIT A

FORM OF CONTINUING DISCLOSURE UNDERTAKING

This Continuing Disclosure Undertaking (the “Undertaking”) is executed and delivered by the Portage Public Schools, County of Kalamazoo, State of Michigan (the “School District”), in connection with the issuance of its 2009 Refunding Bonds (Unlimited Tax General Obligation) (the “Bonds”). The School District covenants and agrees for the benefit of the Bondholders, as hereinafter defined, as follows:

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

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

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

“Disclosure Representative” means the Assistant Superintendent of Operations or his or her designee, or such other officer, employee, or agent as the School District shall designate from time to time in writing.

“DisclosureUSA” means the internet-based electronic filing system at www.disclosureusa.org operated by the Municipal Advisory Council of Texas or its successor.

“MSRB” means the Municipal Securities Rulemaking Board.

“NRMSIR” means each nationally recognized municipal securities information repository as designated by the SEC in accordance with the Rule.

“Rule” means Rule 15c2-12 promulgated by the SEC pursuant to the Securities Exchange Act of 1934, as amended.

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

“SID” means the appropriate state information depository, if any, for the State of Michigan as designated by the SEC in accordance with the Rule.

(b) *Continuing Disclosure.* The School District hereby agrees, in accordance with the provisions of the Rule, to provide or cause to be provided to each NRMSIR and to the SID for the State of Michigan (“SID”), on or before the 180th day after the end of the fiscal year of the School District,

the following annual financial information and operating data, commencing with the fiscal year ended June 30, 2009:

(1) Updates of the numerical financial information and operating data included in the official statement of the School District relating to the Bonds (the “Official Statement”) appearing in the Tables in the Official Statement contained in the headings as described below:

[CONFORM TO HEADINGS USED IN OFFICIAL STATEMENT]

- a. Enrollment – Historical Enrollment;
- b. State Aid Payments;
- c. Property Valuations – History of Valuations;
- d. Major Taxpayers;
- e. School District Tax Rates (Per \$1,000 of Valuation);
- f. Tax Levies and Collections;
- g. Retirement Plan;
- h. Labor Relations;
- i. Debt Statement – Direct Debt;
- j. General Fund Budget Summary; and

(2) Audited Financial Statements.

Such annual financial information and operating data described above are expected to be provided directly by the School District in the following documents to be filed with each NRMSIR and the SID: the Audited Financial Statements; materials containing the updates described in (b)(1) above; and in subsequent official statements of the School District filed with the MSRB.

If the fiscal year of the School District is changed, the School District shall send notices of such change to each NRMSIR or the MSRB, and to the SID, prior to the earlier of the ending date of the fiscal year prior to such change or the ending date of the fiscal year as changed.

(c) *Notice of Failure to Disclose.* The School District agrees to provide or cause to be provided, in a timely manner, to (i) each NRMSIR or the MSRB and (ii) the SID, notice of a failure by the School District to provide the annual financial information with respect to the School District described in subsection (b) above on or prior to the dates set forth in subsection (b) above.

(d) *Occurrence of Events.* The School District agrees to provide or cause to be provided in a timely manner to (i) each NRMSIR or the MSRB and (ii) the SID, if any, notice of the occurrence of any of the following events listed in (b)(5)(i)(C) of the Rule with respect to the Bonds, if applicable, if material:

- (1) principal and interest payment delinquencies
- (2) non-payment related defaults
- (3) unscheduled draws on debt service reserves reflecting financial difficulties
- (4) unscheduled draws on credit enhancements reflecting financial difficulties
- (5) substitution of credit or liquidity providers, or their failure to perform
- (6) adverse tax opinions or events affecting the tax-exempt status of the security
- (7) modifications to rights of security holders

- (8) bond calls
- (9) defeasances
- (10) release, substitution, or sale of property securing repayment of the securities
- (11) rating changes

(e) *Materiality Determined Under Federal Securities Laws.* The School District agrees that its determination of whether any event listed in subsection (d) is material shall be made in accordance with federal securities laws. [Insert sentence re rating changes at State level if Bonds are insured.]

(f) *Central Post Office Filing.* Any filing with each NRMSIR and the SID under sections (b), (c), (d) or (i) of this undertaking may be made by transmitting such filing to Disclosure USA as provided at www.disclosureusa.org unless the SEC withdraws the interpretive advice contained in its letter to the Municipal Advisory Council of Texas dated September 7, 2004.

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

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

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

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

PORTAGE PUBLIC SCHOOLS
County of Kalamazoo
State of Michigan

By _____
Its: Assistant Superintendent of Operations

Date: _____, 2009

**PORTAGE PUBLIC SCHOOLS
COUNTY OF KALAMAZOO, STATE OF MICHIGAN**

**RESOLUTION AUTHORIZING ADOPTION OF
SECTION 403(b) TAX-SHELTERED ANNUITY PLAN DOCUMENT**

Minutes of a regular meeting of the Board of Education of the Portage Public Schools, County of Kalamazoo, State of Michigan, held on the 27th day of October, 2008, at 6:30 o'clock p.m., Eastern Daylight Time.

PRESENT: Members _____

ABSENT: Members _____

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

WHEREAS, new regulations under Section 403(b) of the Internal Revenue Code require public school districts to adopt a plan document for their 403(b) tax-sheltered annuity program by no later than January 1, 2009.

WHEREAS, Kent Intermediate School District ("KISD") has developed a Section 403(b) tax-sheltered annuity plan which KISD and other public education employers can adopt to provide benefits to participating employees in accordance with the requirements of Section 403(b) of the Internal Revenue Code;

BE IT RESOLVED, that the Michigan Retirement Investment Consortium Section 403(b) Tax-Sheltered Annuity Plan (the "Plan") shall hereby be adopted as of January 1, 2009; and

BE IT FURTHER RESOLVED, that the name of the Plan shall be Portage Public Schools Section 403(b) Tax-Sheltered Annuity Plan; and

BE IT FURTHER RESOLVED, that Thomas Noverr and Karla Colestock shall be delegated the administrative responsibility to oversee the Plan on behalf of the District; and

BE IT FURTHER RESOLVED, that management is authorized and directed to adopt any amendments that do not materially increase the cost to the District of maintaining the Plan; and

BE IT FURTHER RESOLVED, that management is authorized and directed to adopt any amendments that may be necessary to maintain the status of the Plan as a qualified plan under the Internal Revenue Code, and to take such further steps and to perform such additional acts as may be necessary and proper to effectuate the Plan.

AYES: Members _____

NAYS: Members _____

RESOLUTION DECLARED ADOPTED.

Secretary

Dated: October 27, 2008

**PORTAGE PUBLIC SCHOOLS
COUNTY OF KALAMAZOO, STATE OF MICHIGAN
RESOLUTION AUTHORIZING ADOPTION OF
MICHIGAN RETIREMENT INVESTMENT CONSORTIUM BOARD
PARTICIPATION AGREEMENT**

Minutes of a regular meeting of the Board of Education of the Portage Public Schools, County of Kalamazoo, State of Michigan, held on the 27th day of October, 2008, at 6:30 o'clock p.m., Eastern Daylight Time.

PRESENT: Members _____

ABSENT: Members _____

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

WHEREAS, new regulations under Section 403(b) of the Internal Revenue Code impose new administrative requirements on public school authorities with respect to their 403(b) tax-sheltered annuity programs by no later than January 1, 2009;

AND WHEREAS, the Michigan Retirement Investment Consortium, a group of Michigan public school authorities, has created an Interlocal Agreement for the purpose of jointly exercising their power under the Michigan Urban Cooperation Act to negotiate and enter into a services agreement with a third party administrator for the provision of recordkeeping and other administrative services with respect to their 403(b) tax-sheltered annuity programs, to negotiate and enter into a services agreement with a registered investment advisor for the provision of advisory services regarding the investment options offered under their 403(b) tax-sheltered annuity programs and engage in other related collaborative activities;

BE IT RESOLVED, that this District shall enter into a participation agreement to become a party to the Interlocal Agreement effective as of October 27, 2008;

AND BE IT FURTHER RESOLVED, that management is authorized and directed to sign the participation agreement and to take such further steps and to perform such additional acts as may be necessary and proper to effectuate the participation agreement.

AYES: Members _____

NAYS: Members _____

RESOLUTION DECLARED ADOPTED.

Dated: October 27, 2008

Secretary

**RESOLUTION ADOPTED BY SCHOOL BOARD AUTHORIZING
ASSISTANT SUPERINTENDENT FOR OPERATIONS
TO EXECUTE A CONTRACT ON BEHALF OF PORTAGE PUBLIC SCHOOLS**

RESOLVED, that it is hereby deemed advisable to enter into a contract with Consumers Energy Company, of Jackson, Michigan, for furnishing Electric service to the Portage Public Schools for a period of one year, and thereafter from month to month, in accordance with the terms of the contract heretofore submitted to and considered by this Board; and

RESOLVED, further, that the Assistant Superintendent for Operations of the Portage Public Schools is authorized and directed to execute such contract on behalf of said School District.

STATE OF MICHIGAN

COUNTY OF KALAMAZOO

I, Deb Polderman, Secretary of the Board of Education of the Portage Public Schools do hereby certify that the foregoing resolution was duly adopted by said Board at the meeting held in said School District on the 27th day of October, 2008.

Secretary of the Board of Education

Dated: _____