

**GENOA CHARTER TOWNSHIP
Election Commission Meeting
September 21, 2009
6:25 p.m.**

AGENDA

Call to order

Approval of Agenda:

1. Review of the ballot format for Brighton Area Schools and Pinckney Community Schools for the Nov. 3, 2009 School Election.
2. Request for approval of the Ballot Proof by the Election Commission.

Adjournment

**GENOA CHARTER TOWNSHIP
REGULAR MEETING
SEPTEMBER 21, 2009
6:30 P.M.**

AGENDA

Call to Order:

Pledge of Allegiance:

Call to the Public:

Approval of Consent Agenda:

1. Payment of Bills
2. Request to approve minutes: 9-8-09

Approval of Regular Agenda:

3. Public hearing on an unsafe structure located at 622 Pathway.
4. Presentation by Township Auditor Ken Palka concerning the audit of the Township accounting records for the fiscal year ending March 31, 2009.
5. Discussion regarding report from Township Bond Counsel regarding prepayment of outstanding bonds.
6. Request to set public hearing for October 5th, 2009 to consider an Industrial Facilities Exemption request from CRW Plastics for property located at 5775 Brighton Pines Court (formerly Dr. Schneider).
7. Consideration of articles for the next Township newsletter.

Correspondence

Member Discussion

Adjournment



TO: All Local Clerks
FROM: Livingston County Clerk Margaret M. Dunleavy and Elections
Coordinator Joan Runyan
DATE: September 11, 2009
SUBJECT: Ballot Proofing for November 3, 2009, Election

When proofing your ballots for the November 3, 2009, Election, please check each ballot for the following:

Ballot Format
Heading (Legal Name of Jurisdiction)
Precinct Number, County, and Date of Election
Instructions to Voter
Offices on the Ballot and Placement of Offices
Nonpartisan/Proposal Section Headings
Placement of Candidate Names
Form and Spelling of Candidate Names
Candidate Rotations (When Applicable)
Number of Vote Fors
Number of Write-In Lines = Number of Vote Fors
Wording of Ballot Proposals

Ballot Proof Acceptance by Local Election Commission

Clerk's Signature

Date

Municipality Name

OFFICIAL BALLOT
Tuesday, November 3, 2009 Election
Livingston County, Michigan
Genoa Charter Township, Precincts 4 and 6

TO VOTE: Completely darken the oval opposite each choice as shown:

IMPORTANT: To mark your ballot, use only a black or blue ink pen. **DO NOT USE ANY OTHER INK COLOR!**

DO NOT vote for more candidates than indicated under each office title.

WRITE-IN CANDIDATES: To vote for a candidate whose name is not printed on the ballot, write or place the name of that candidate in the blank space provided and completely darken the oval. Do not cast a write-in vote for a candidate whose name is already printed on the ballot for that office.

WHEN YOU HAVE COMPLETED VOTING: Place the ballot in the secrecy sleeve so that votes cannot be seen and the numbered stub is visible. Return the ballot to the election official stationed at the tabulator. (If voting by absentee ballot, follow the instructions provided by the clerk for returning the ballot.)

NOTE: If you make a mistake, return your ballot to the election official and obtain a new ballot. Do not attempt to erase or correct any marks made in error.

NONPARTISAN SECTION

LOCAL SCHOOL DISTRICT

**LOCAL SCHOOL DISTRICT BOARD
MEMBER**
BRIGHTON AREA SCHOOL DISTRICT
Vote for not more than 2

Keith Van Hentenryck

Miles M. Vieau

William E. Anderson

Joe Carney

Muriel Kaier

Frank Lucas

Randy S. Swain

OFFICIAL BALLOT
Tuesday, November 3, 2009 Election
Livingston County, Michigan
Genoa Charter Township, Precincts 7 and 8

TO VOTE: Completely darken the oval opposite each choice as shown:

IMPORTANT: To mark your ballot, use only a black or blue ink pen. **DO NOT USE ANY OTHER INK COLOR!**

DO NOT vote for more candidates than indicated under each office title.

WRITE-IN CANDIDATES: To vote for a candidate whose name is not printed on the ballot, write or place the name of that candidate in the blank space provided and completely darken the oval. Do not cast a write-in vote for a candidate whose name is already printed on the ballot for that office.

WHEN YOU HAVE COMPLETED VOTING: Place the ballot in the secrecy sleeve so that votes cannot be seen and the numbered stub is visible. Return the ballot to the election official stationed at the tabulator. (If voting by absentee ballot, follow the instructions provided by the clerk for returning the ballot.)

NOTE: If you make a mistake, return your ballot to the election official and obtain a new ballot. Do not attempt to erase or correct any marks made in error.

NONPARTISAN SECTION

LOCAL SCHOOL DISTRICT

**LOCAL SCHOOL DISTRICT BOARD
MEMBER**
BRIGHTON AREA SCHOOL DISTRICT
Vote for not more than 2

Miles M. Vieau

William E. Anderson

Joe Carney

Muriel Kaier

Frank Lucas

Randy S. Swain

Keith Van Hentenryck

OFFICIAL BALLOT
Tuesday, November 3, 2009 Election
Livingston County, Michigan
Genoa Charter Township, Precinct 12

TO VOTE: Completely darken the oval opposite each choice as shown: 

IMPORTANT: To mark your ballot, use only a black or blue ink pen. **DO NOT USE ANY OTHER INK COLOR!**

DO NOT vote for more candidates than indicated under each office title.

WRITE-IN CANDIDATES: To vote for a candidate whose name is not printed on the ballot, write or place the name of that candidate in the blank space provided and completely darken the oval. Do not cast a write-in vote for a candidate whose name is already printed on the ballot for that office.

CHECK BOTH SIDES OF BALLOT: This ballot has two sides. Be certain to check the reverse side of the ballot.

WHEN YOU HAVE COMPLETED VOTING: Place the ballot in the secrecy sleeve so that votes cannot be seen and the numbered stub is visible. Return the ballot to the election official stationed at the tabulator. (If voting by absentee ballot, follow the instructions provided by the clerk for returning the ballot.)

NOTE: If you make a mistake, return your ballot to the election official and obtain a new ballot. Do not attempt to erase or correct any marks made in error.

NONPARTISAN SECTION

LOCAL SCHOOL DISTRICT

**LOCAL SCHOOL DISTRICT BOARD
MEMBER
PINCKNEY COMMUNITY SCHOOL
DISTRICT**
Vote for not more than 2

Margaret Eibler

George Rogers

VOTE BOTH FRONT AND BACK OF BALLOT

Printed by Authority of the Livingston County Election Commission

PROPOSAL SECTION

LOCAL SCHOOL DISTRICT

I. PINCKNEY COMMUNITY SCHOOLS BONDING PROPOSAL

Shall Pinckney Community Schools, Livingston and Washtenaw Counties, Michigan, borrow the sum of not to exceed Fifty-Nine Million Four Hundred Sixty-Five Thousand Dollars (\$59,465,000) and issue its general obligation unlimited tax bonds therefor, in one or more series, for purposes of:

- acquiring, installing and equipping technology for school facilities; constructing, equipping, developing and improving outdoor athletic and physical education facilities, play fields, playgrounds and storage sheds; partially remodeling, furnishing and refurbishing, equipping and re-equipping school facilities; erecting, furnishing and equipping additions to Pathfinder Middle School, in part, to connect to Navigator Elementary School for a performing and visual arts wing; erecting, furnishing and equipping a facility for building and grounds and transportation; and acquiring, developing and improving sites?

The following is for informational purposes only:

It is estimated that .46 mill (\$0.46 on each \$1,000 of taxable valuation) will be levied for the first series of the proposed bonds in 2010 for a -0- net increase in debt millage currently levied for outstanding bonds. The maximum number of years each series of bonds may be outstanding, exclusive of any refunding, is twenty-five (25) years. The estimated simple average annual millage anticipated to be required to retire this bond debt is 2.45 mills (\$2.45 on each \$1,000 of taxable valuation).

If the school district borrows from the State to pay debt service on the bonds, the school district may be required to continue to levy mills beyond the term of the bonds to repay the State.

(Pursuant to State law, expenditure of bond proceeds must be audited, and the proceeds cannot be used for repair or maintenance costs, teacher, administrator or employee salaries and benefits, or other operating expenses.)

YES
NO

II. PINCKNEY COMMUNITY SCHOOLS OPERATING MILLAGE RENEWAL PROPOSAL

This proposal will allow the school district to levy the statutory rate of 18 mills on all property, except principal residence and other property exempted by law, required for the school district to receive its revenue per pupil foundation allowance and renews millage that will expire with the 2009 tax levy.

Shall the currently authorized millage rate limitation of 18 mills (\$18.00 on each \$1,000 of taxable valuation) on the amount of taxes which may be assessed against all property, except principal residence and other property exempted by law, in Pinckney Community Schools, Livingston and Washtenaw Counties, Michigan, be renewed for a period of 5 years, 2010 to 2014, inclusive, to provide funds for operating purposes; the estimate of the revenue the school district will collect if the millage is approved and levied in 2010 is approximately \$3,885,100 (this is a renewal of millage which will expire with the 2009 tax levy)?

(Pursuant to State law, this millage is not levied on principal residences, qualified agricultural property, qualified forest property, or industrial personal property.)

YES
NO

VOTE BOTH FRONT AND BACK OF BALLOT

Printed by Authority of the Livingston County Election Commission

CHECK REGISTERS FOR TOWNSHIP BOARD MEETING

DATE: September 21, 2009

TOWNSHIP GENERAL EXPENSES: Thru September 21, 2009	\$116,433.56
September 18, 2009 Bi-Weekly Payroll	\$35,146.13
OPERATING EXPENSES: Thru September 21, 2009	\$86,711.52
TOTAL:	\$238,291.21

<u>Check Number</u>	<u>Vendor No</u>	<u>Vendor Name</u>	<u>Check Date</u>	<u>Check Amount</u>
25567	AMER IMA	American Imaging, Inc.	09/11/2009	180.00
25568	BLUE CRO	Blue Cross & Blue Shield Of Mi	09/11/2009	11,578.00
25569	DTE LAKE	DTE Energy	09/11/2009	910.39
25570	GANNETT	PRESS & ARGUS	09/11/2009	530.00
25571	LivCTrea	Livingston County Treasurer	09/11/2009	374.63
25572	MASTER M	Master Media Supply	09/11/2009	51.46
25573	MI Soc P	Michigan Association of Planni	09/11/2009	2,005.00
25574	Administ	Total Administrative Services	09/18/2009	446.12
25575	Equitabl	Equivest Unit Annuity Lock Box	09/18/2009	220.00
25576	ADT	ADT Security Services, Inc.	09/21/2009	366.32
25577	AmerAqua	American Aqua	09/21/2009	240.00
25578	ATT& IL	AT&T	09/21/2009	729.96
25579	CONSUMER	Consumers Energy	09/21/2009	16.00
25580	CONTINEN	Continental Linen Service	09/21/2009	49.50
25581	COOPERST	Cooper's Turf Management LLC	09/21/2009	2,070.50
25582	Desine	Desine, Inc.	09/21/2009	1,800.00
25583	EHIM	EHIM, INC	09/21/2009	2,199.66
25584	FED EXPR	Federal Express Corp	09/21/2009	21.89
25585	GORDONFO	Gordon's Food Services	09/21/2009	118.63
25586	HEIKKINE	Heikkinen Law Firm	09/21/2009	2,000.00
25587	LANGWORT	Langworthy Strader Leblanc	09/21/2009	1,011.83
25588	MI CHLOR	Michigan Chloride Sales LLC	09/21/2009	16,405.40
25589	Miller C	Miller, Canf, Paddock, & Stone, PLC	09/21/2009	373.19
25590	Unum	Unum Provident	09/21/2009	1,065.14
25591	VERIZONW	Verizon Wireless	09/21/2009	181.24
25592	WASTE MA	Waste Management	09/21/2009	69,870.00
25593	Zimmer	Zimmerman Masonry, Inc.	09/21/2009	1,618.70

Report Total:

116,433.56

Accounts Payable
Computer Check Register



User: diane

Printed: 09/11/2009 - 12:23

Bank Account: 101CH

Check	Vendor No	Vendor Name	Date	Invoice No	Amount
25574	Administ	Total Administrative Services	09/18/2009		446.12
				Check 25574 Total:	446.12
9781	AETNA LI	Aetna Life Insurance & Annuity	09/18/2009		25.00
				Check 9781 Total:	25.00
9782	EFT-FED	EFT- Federal Payroll Tax	09/18/2009		3,590.14 2,078.05 2,078.05 486.00 486.00
				Check 9782 Total:	8,718.24
9783	EFT-PENS	EFT- Payroll Pens Ln Pyts	09/18/2009		538.07
				Check 9783 Total:	538.07
25575	Equitabl	Equivest Unit Annuity Lock Box	09/18/2009		220.00
				Check 25575 Total:	220.00
9784	FIRST NA	First National Bank	09/18/2009		300.00 2,972.05 21,926.65

Check 9784 Total:

25,198.70

Report Total:

35,146.13

First National
Direct Deposit
SEPTEMBER 18, 2009
Bi-Weekly Payroll

<u>Employee Name</u>	<u>Debit Amount</u>	<u>Credit Amount</u>
Adam Van Tassell		\$1,064.09
Amy Ruthig		\$973.59
Angela Williams		\$705.62
Caleb Klebig		\$222.63
Carol Hanus		\$1,286.82
Dave Estrada		\$1,092.91
Debbie Hagen		\$511.06
Deborah Rojewski		\$2,268.99
Diane Zerby		\$552.74
Genoa Township	\$25,198.70	
Greg Tatara		\$2,332.39
Judith Smith		\$1,153.30
Karen J. Saari		\$950.69
Kelly VanMarter		\$1,997.16
Laura Mroczka		\$1,561.46
Michael Archinal		\$2,666.85
Renee Gray		\$961.59
Robin Hunt		\$1,249.92
Sue Sitner		\$509.21
Tammy Lindberg		\$966.43
Tesha Humphriss		\$2,171.25
Total Deposit		\$25,198.70

EFT #: _____
 INTERNET: _____
 CHECK BOOK: _____

9:45 AM
09/16/09

#592 OAK POINTE WATER/SEWER FUND

Capital Improvement

Payment of Bills

September 2 - 15, 2009

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>
-------------	-------------	------------	-------------	-------------	---------------

no checks issued

9:37 AM
09/16/09

#592 OAK POINTE WATER/SEWER FUND

Payment of Bills

September 2 - 15, 2009

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>
Check	09/02/2009	1528	BRIGHTON ANALYTICAL	Invoices 0809-64405 & 0809-64406	-134.00
Check	09/02/2009	1529	CONSUMERS ENERGY	07/29/09 - 08/26/2009	-16.00
Check	09/02/2009	1530	DTE ENERGY	Electric Service 6/29/09 - 07/30/09	-407.00
Check	09/02/2009	1531	THE FENCE SPOT	Inv 09-1388	-725.00
Check	09/02/2009	1532	GENOA TWP -ADMINISTRATIVE FEES	Utility billing from 5/1/09 - 7-31/09	-10,099.85
Check	09/02/2009	1533	PVS Nolwood Chemicals, Inc	Inv 288162	-1,114.60
Check	09/08/2009	1534	Lake Edgewood # 593	To reimburse LE by OP -professional services 2007	-200.00
Check	09/10/2009	1535	AT & T	08/02 - 09/01/09	-40.61
Check	09/10/2009	1536	DTE ENERGY	Electric Service 7/30/09 - 8/31/09	-8,992.03
Check	09/10/2009	1537	USA Bluebook	Invoice 755729	-32.87
Check	09/10/2009	1538	WASTE MANAGEMENT	Invoice 3661167-1389-7	-94.36
Check	09/10/2009	1539	NORTHWEST PIPE AND SUPPLY, INC.	Invoice 102456	-22.53
Total					-21,878.85

9:20 AM
09/16/09

#593 LAKE EDGEWOOD W/S FUND

Payment of Bills

September 2 - 15, 2009

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>
Check	09/10/2009	1588	DTE Energy	Electric Service 07/31/09 - 9/2/09	-505.43
Check	09/10/2009	1589	Consumers Energy	Gas Service 08/04/09 - 09/02/09	-17.11
Check	09/10/2009	1590	Brighton Analytical L.L.C.	Invoice 0809-64502	-67.00
Check	09/10/2009	1591	PVS NOLWOOD CHEMICALS, INC	Inv 289132 & Credit 87090	-869.60
Check	09/10/2009	1592	SEVERN TRENT ENVIRONMENTAL SERVICES,	Invoice 2043197	-8,099.87
Check	09/10/2009	1593	USA BLUE BOOK	Inv 883896	-304.66
Check	09/15/2009	1594	AT&T	9/7/09 - 10/06/09	-237.71
Check	09/15/2009	1595	DTE Energy	Electric Service 07/31/09 - 08/31/09	-3,252.37
Total					-13,353.75

9:17 AM
09/16/09

#503 DPW UTILITY FUND
Payment of Bills
September 2 - 15, 2009

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Memo</u>	<u>Amount</u>
Check	09/08/2009	1336	Genoa Twp Common Account	Due to Due from 03/31/2009	-50,000.00
Check	09/10/2009	1337	CAVALIER	Charges for September 09	-21.30
Check	09/10/2009	1338	Checkered Flag Oil Change Center	Invoice 135905	-34.22
Check	09/10/2009	1339	FASTENAL COMPANY	Inv 51615, 51766 & 51714	-528.77
Check	09/10/2009	1340	Grainger	Inv 9065164049	-119.59
Check	09/10/2009	1341	STANDARD ELECTRIC COMPANY	Inv 1759260-00	-19.15
Check	09/10/2009	1342	Greg Tatara	Memory cards and gas purchase	-107.60
Check	09/11/2009	1343	U.S. POSTMASTER	Lake Edgewood & Pine Creek billing - June - Aug 09	-150.43
Check	09/15/2009	1344	Carol Hanus	Toll free and Internet	-132.39
Check	09/15/2009	1345	LOWE'S	Invoice dated 9/2/09	-365.47
Total					-51,478.92

9:47 AM
09/16/09

#504 DPW RESERVE FUND
Payment of Bills
September 2 - 15, 2009

Type Date Num Name Memo Amount

no checks issued

9:25 AM
09/16/09

#595 PINE CREEK W/S FUND
Payment of Bills
September 2 - 15, 2009

Type Date Num Name Memo Amount

no checks issued

GENOA CHARTER ELECTION COMMISSION

Special Meeting
September 8, 2009
6:25 P. M.

MINUTES

Clerk Skolarus called the special meeting of the Election Commission to order at 6:25 p.m. at the Genoa Charter Township Hall. The following commission members were present constituting a quorum for the transaction of business: Jean Ledford, Steve Wildman and Paulette Skolarus. Also present were township board members: Gary McCririe, Robin Hunt, Todd Smith and Jim Mortensen, Township Manager Michael Archinal and approximately thirty persons in the audience.

Moved by Ledford, supported by Wildman, to approve the Agenda as presented. The motion carried unanimously.

1. Consideration of a request from the local school districts to combine precincts for the Nov. 3, 2009 School Election with a recommendation to the Board.

Moved by Wildman, supported by Ledford, to recommend to the Genoa Charter Township Board the consolidation of Precincts 4 & 6 at Church of the Nazarene and the consolidation of Precincts 7 & 8 at Hornung Elementary School. The motion carried unanimously.

2. Consideration of the appointment of election officials to serve for the School Election Nov. 3, 2009 with a recommendation to the Board.

Moved by Ledford, supported by Wildman, to recommend the appointment of election officials as requested by Skolarus. The motion carried unanimously.

The special meeting of the Genoa Charter Election Commission was adjourned at 6:28 p.m.

GENOA CHARTER TOWNSHIP BOARD

Regular Meeting
September 8, 2009
6:30 P. M.

MINUTES

Supervisor McCririe called the regular meeting of the Genoa Charter Township Board to order at 6:30 p.m. The Pledge of Allegiance was then said. All board members listed above remained for the regular meeting of the Board.

Call to the Public was made with the following response: Charles Saliba – The recent music festival held at the Chaldean Camp this past weekend was too loud. Ann O'Reilly – I am asking that you enforce the Township noise ordinance. Robert Kopicko – I moved out to the country for peace and the noise is unacceptable. George Oliveto – I live across the street and my property values are going down. I can't enjoy my own home. Sandra Harrison – I live ½ mile down from the camp and my windows were rattling. The bass was just too loud. There were speeding cars clocked at 70 M.P.H. and more litter along the road on the weekends. Terry Hanus - I agree that the bass was too loud and the number of cars up and down the street all day is another problem. Was a permit issued for the driveway? There are also signs along Grand River that obstruct the view when entering Grand River. Patricia Kopicko - This is not an ethnic issue. It is a noise problem that needs to be addressed. We are asking the camp to be good neighbors.

Eric Tluczek – We all have rights. They have the right to play their music. The music is not bad, but I have an issue with the noise volume. Joe Guzek – I am an engineer and I do sound analysis with monitoring equipment. My back yard peaked at 90 decibels. Jay Sitek – I live on Euler. The noise from the music is loud and continuous. I could hear the music in my home and also on the Ironwood Golf Course that is two miles north of the camp. Wall Tridg – I could hear the music but it doesn't bother me. The bass is loud but I have no problem with that kind of music. I have lived here since 1973 and there was a wedding that wasn't too bad. The Chaldean people are very friendly and I feel this problem can be reconciled. Ms. Ellens – I live near Tridg and Saturday the noise was excessive. We need procedures in place to solve this problem in a friendly manner.

Approval of Consent Agenda:

Moved by Smith, supported by Wildman, to approve items 1, 2, 4 & 5 and to move the request for approval of a survey to the regular agenda for discussion. The motion carried unanimously.

1. Payment of Bills

2. Request to approve minutes: 8-17-09

3. Request for approval of a Professional Survey Proposal for Wildwood Drive Paving in the amount of \$20,000 as submitted by Tetra Tech.

4. Request for approval to combine school district precincts as follows: Combining precincts 4 and 6 located at Church of the Nazarene; combining precincts 7 and 8 located at Hornung School.

5. Request for approval of election officials for the Brighton Area Schools and the Pinckney Community Schools special election scheduled for Nov. 3, 2009.

Approval of Regular Agenda:

Moved by Mortensen, supported by Smith, to approve for action all items listed under the

regular agenda with the addition of the survey proposal for Wildwood Drive. The motion carried unanimously.

6. Discussion regarding noise complaints at Chaldean Camp.

McCrie – Last year at this time a festival was held at the camp. There were several problems that were raised by our residents. The Township met with church officials concerning litter, noise, parking and traffic. The Church was willing to make changes and we felt that some of those issues were settled. This past year there have been almost no calls of complaint from any of the neighbors living near the camp. I was called by the State Police and they requested that I visit the property this last Sunday. I spent two hours in the neighborhood and could hear music off the property. The parking was controlled and shuttle service was offered to members. One resident who was jogging along the northwest corner said that he could not hear the noise/music from his home. We need to work with the camp to bring the noise level to something more acceptable. The camp is a church gathering place and they have the right to hold parties and weddings, etc. We do not wish to eliminate but instead to bring the camp into compliance with our noise ordinance.

Mortensen – What is the noise decibel allowed under our ordinance? Archinal – The decibel depends on the time of day. The decibel system is a logarithm scale with dramatically increasing sound with each additional decibel. Mortensen – Our Ordinance Enforcement Officer should be writing tickets for each offense with escalating fines.

McCrie – Fines are our last resort when property owners do not cooperate. Smith – There are no means for us to police what is going on at 1:00 a.m.

Skolarus – We have members of the Chaldean Church present here this evening. May we ask them to address our concerns? Mr. Shurfu (St. George Church Pastor) – We apologize for the noise. We will be glad to work with you. We know that we cannot satisfy to 100% but we will work together.

Trustee Smith left the meeting at 7:00 p.m.

Hunt – We could put in time restrictions stopping the music at a reasonable hour.

Skolarus – There is directional signage that could be placed along Grand River directing residents to the camp.

McCrie – A meeting will be held with the Code Enforcement Officer, the Chaldean Camp and me to discuss the following concerns: Noise (decibel level), signage, parking, littering, speeding, etc. We have a portable sound meter that can measure the decibel level at the property line. In addition our Zoning Ordinance will be reviewed with possible changes for clarity.

3. Request for approval of a Professional Survey Proposal for Wildwood Drive Paving in the amount of \$20,000 as submitted by Tetra Tech.

Moved by Skolarus, supported by Hunt, to approve the survey for Wildwood as

requested. Further, the survey fee will be considered as part of the township financial support for the road project. The motion carried unanimously.

7. Request to enter into closed session to discuss the purchase of real estate for which there is not a purchase offer.

Moved by Mortensen, supported by Hunt, to adjourn to a closed session of the board. The motion carried by roll call vote as follows: Ayes – Ledford, Hunt, Wildman, Mortensen, Skolarus and McCririe. Nays – None. Absent – Smith.

The closed session of the board was adjourned at 7:40 p.m. The regular meeting of the Genoa Charter Township Board was adjourned at 7:45 p.m.



Paulette A. Skolarus
Genoa Township Clerk

(Press/argus 09/11/2009)

lcp-legals@gannett.com

Memorandum

TO: Genoa Township Board

FROM: Adam VanTassell, Code Enforcement

RE: **Public Hearing on an unsafe structure located at 622 Pathway**

DATE: September 21, 2009

The Township Staff has pursued complaints of an unsafe structure at 622 Pathway. Applying the Unsafe Structure Ordinance, the proper notification and hearings have been held to insure compliance with the Township code and have the owner render the structure safe. The Building Official has reviewed the evidence and found the building to be unsafe. Per the Unsafe Structure Ordinance, this matter is before you to deliberate on the order by the Building Official that the structure should be demolished. The Township Board may vote to approve or modify the order thereby giving the owner 60 days to comply or disapprove the order and end the Unsafe Structures process for 622 Pathway.



Genoa Charter Township

2911 Dorr Road • Brighton, Michigan 48116 • (810) 227-5225 • Fax (810) 227-3420 • www.genoa.org

September 2, 2009

Matthew Miller
227 East La Grand
Howell, MI 48843

RE: 622 Pathway
Tax #11-03-302-018
Unsafe Structure Notification

Dear Mr. Miller,

Be advised that the findings on the Unsafe Structure hearing held on August 10, 2009 for the structure on the above referenced property has been submitted to the Genoa Township Board. On Monday, September 21, 2009, at 6:30 pm at the Genoa Township Hall, the Township Board will hold a hearing regarding the findings of the Hearing Officer that the structure be demolished. You as the property owner of 622 Pathway will be given an opportunity to show cause as to why the order should not be enforced. Enclosed please find a copy of the findings as filed by the Hearing Officer for the Unsafe Structures Hearing regarding the above referenced property.

Thank you in advance for you cooperation in this matter. Should you have any further questions please feel free to contact me at (810) 227-5225.

Sincerely,

Adam VanTassell
Code Enforcement Officer

cc: file
Genoa Township Board

Supervisor
Gary T. McCririe

Clerk
Paulette A. Skolarus

Treasurer
Robin L. Hunt

Manager
Michael C. Archinal

Trustees

H. James Mortensen • Jean W. Ledford • Todd W. Smith • Steven Wildman

Genoa Charter Township

Abandoned and Dangerous Building Hearing

Date: August 10, 2009, 11:00 a.m.

REGARDING PARCEL: 622 Pathway, Tax # 11-03-302-018

Owner: Matthew Miller, 227 East La Grand, Howell, MI 48843

Appearances/ Testimonies:

Adam VanTassell, Township Code Enforcement Officer – Mr VanTassell stated that he received a phone call from the owner stating that he would not be at the hearing and stated that he was going to list the property for sale. Mr. VanTassell said that he spoke with Joe Perri, an agent for RE/MAX, who is listing the property for sale.

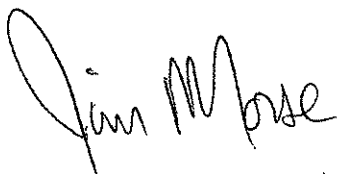
Jim Morse, Hearing Officer – Mr Morse formally places into this hearing, the file documents of record for the above referenced parcel.

Conclusion and ruling:

I have confirmed that the property is listed with RE/MAX as stated. Even though there are comments alleging that the property is going to be demolished, there is no guarantee that the property will be demolished voluntarily. No statements were transmitted that the property is intended to be restored and made safe.

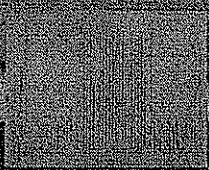
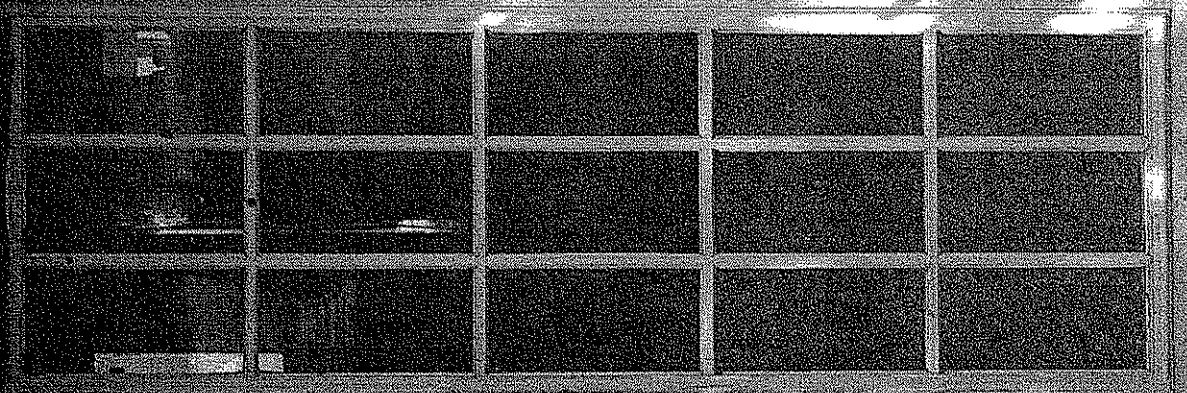
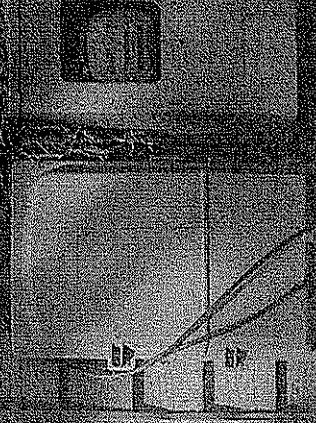
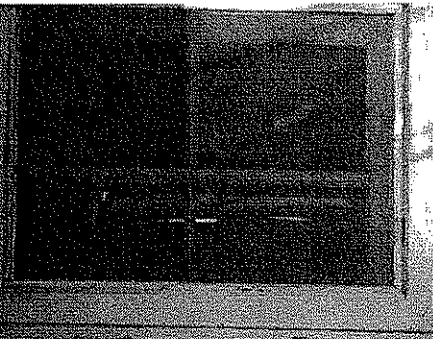
I hereby, find that the property listed above **shall be demolished** and that the owner ore his agent shall secure the proper Demolition Permits from the Livingston County Building Department **within thirty (30) days of August 10, 2009.**

Fire or injury resulting from delay or failure to comply with this ruling will be attributed to negligence on the part of the responsible party or parties.



Jim Morse, Hearing Officer

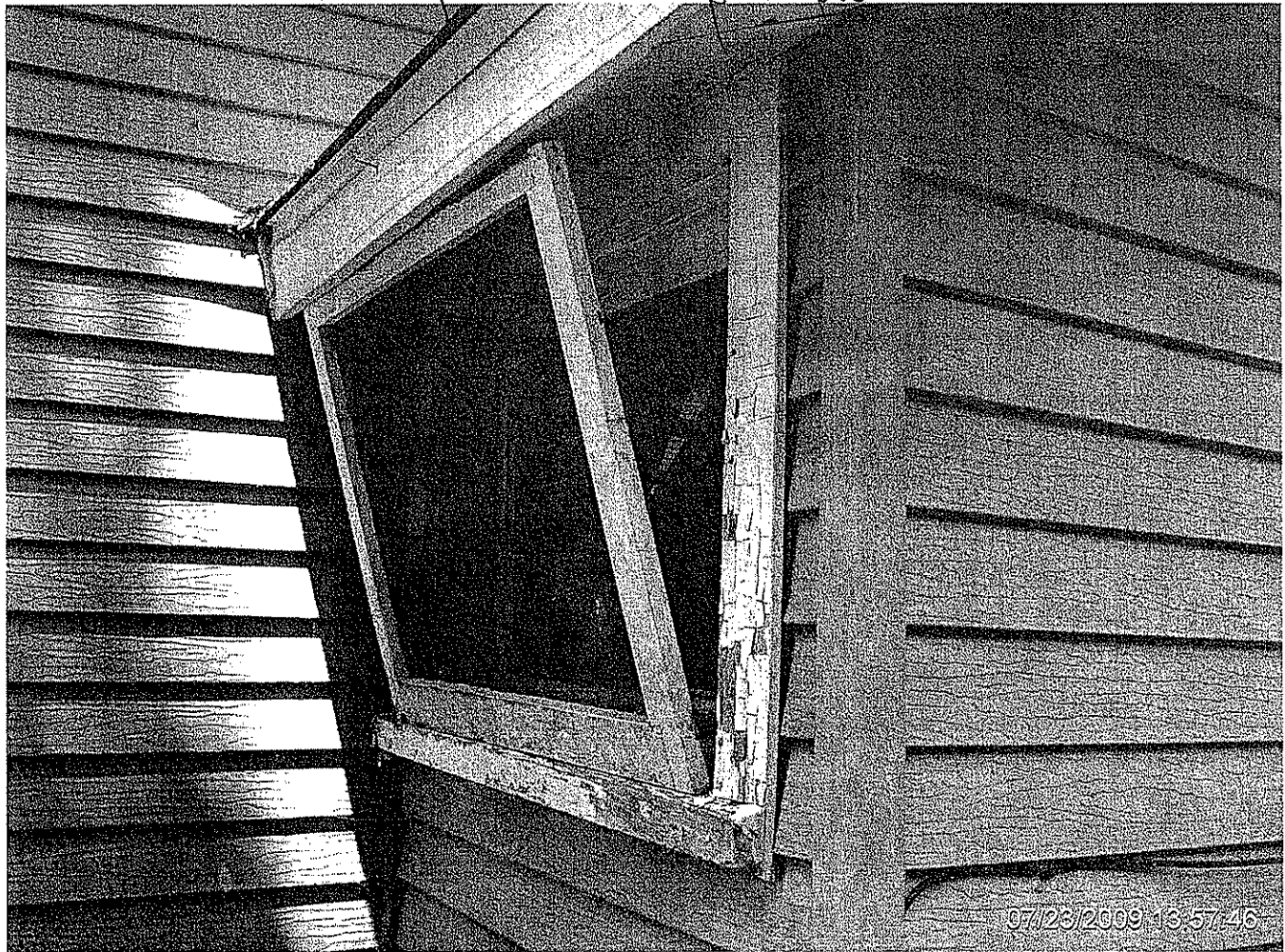
022

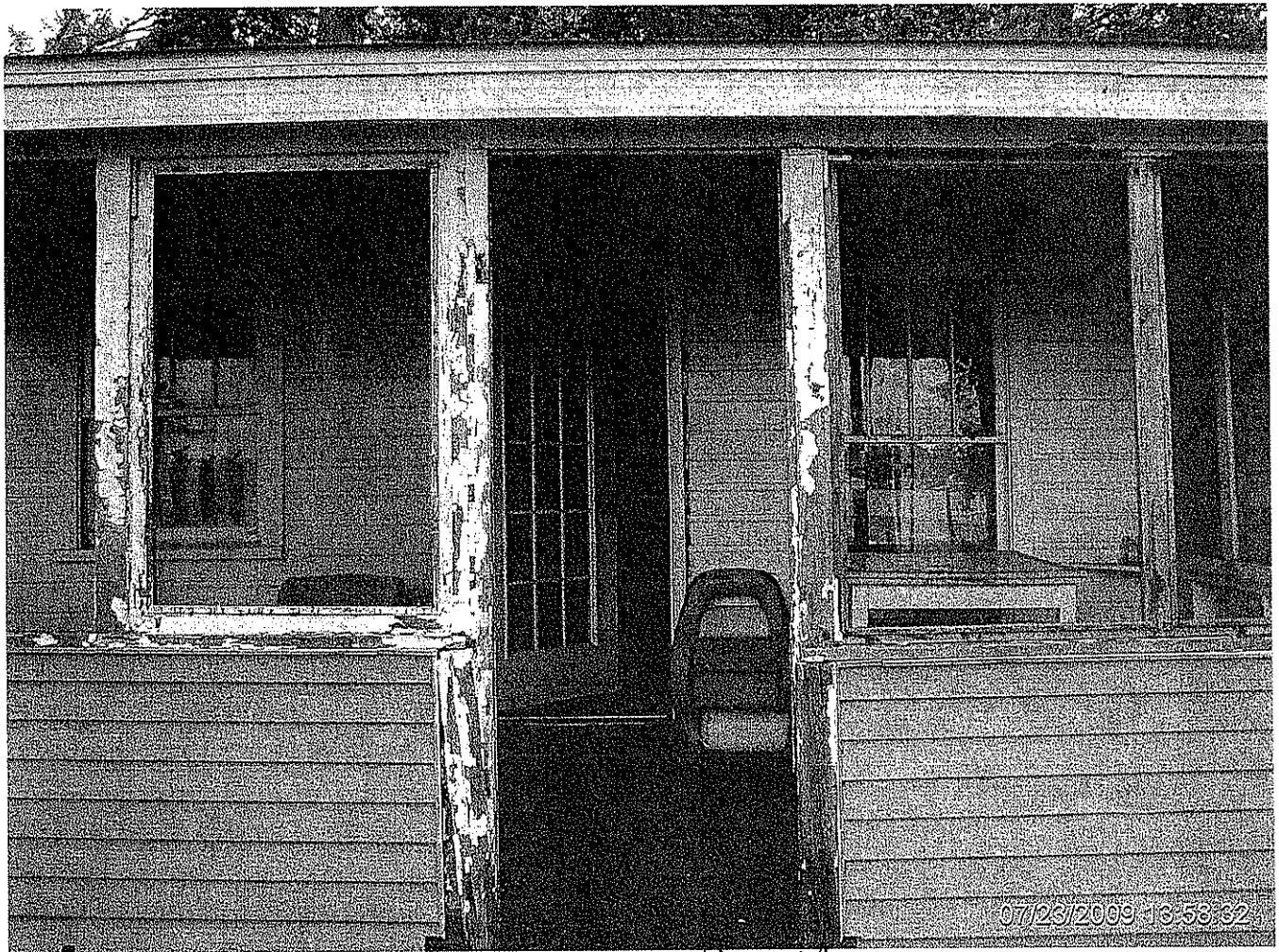




622 Pathway

Vin Morse

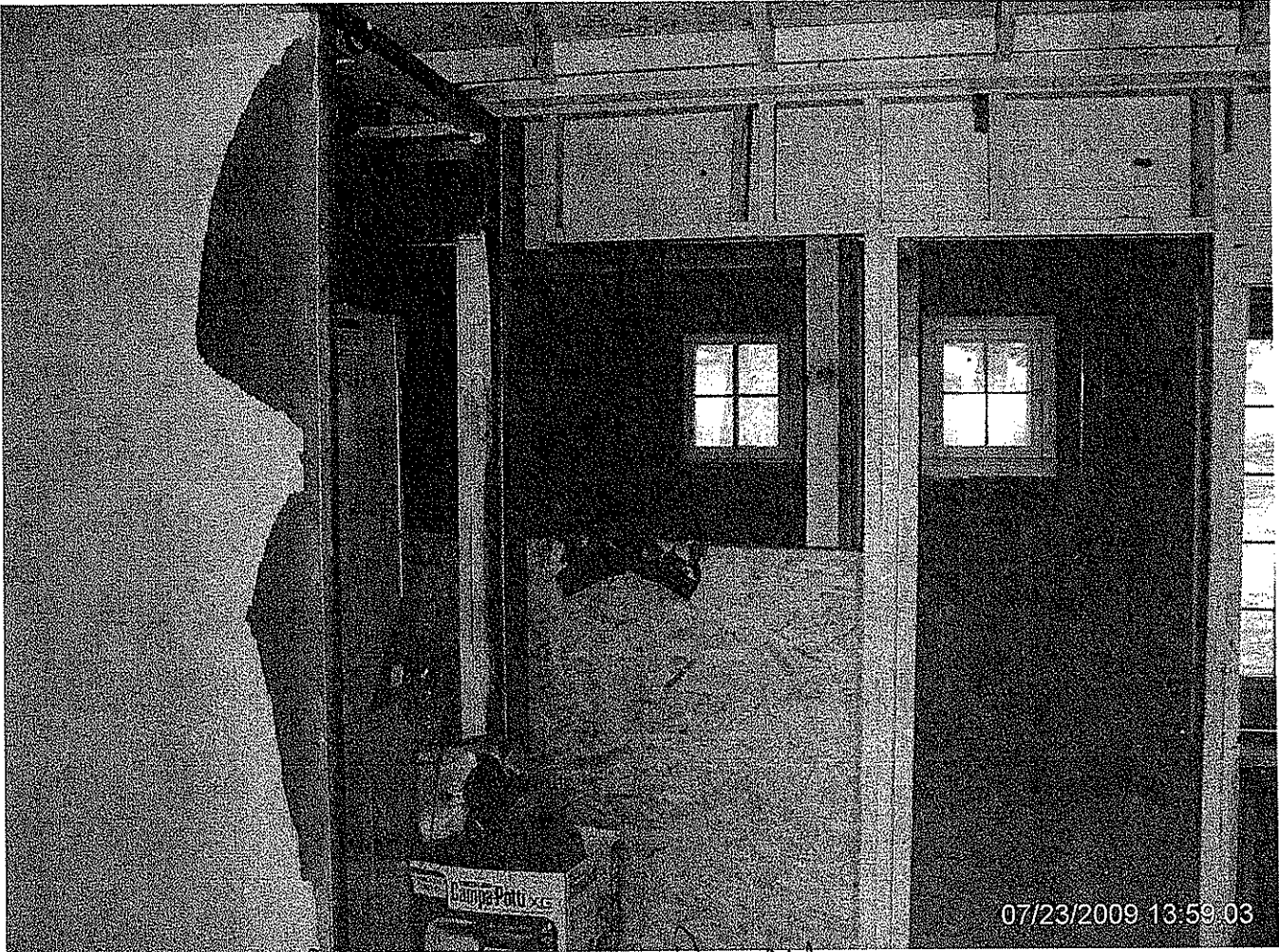




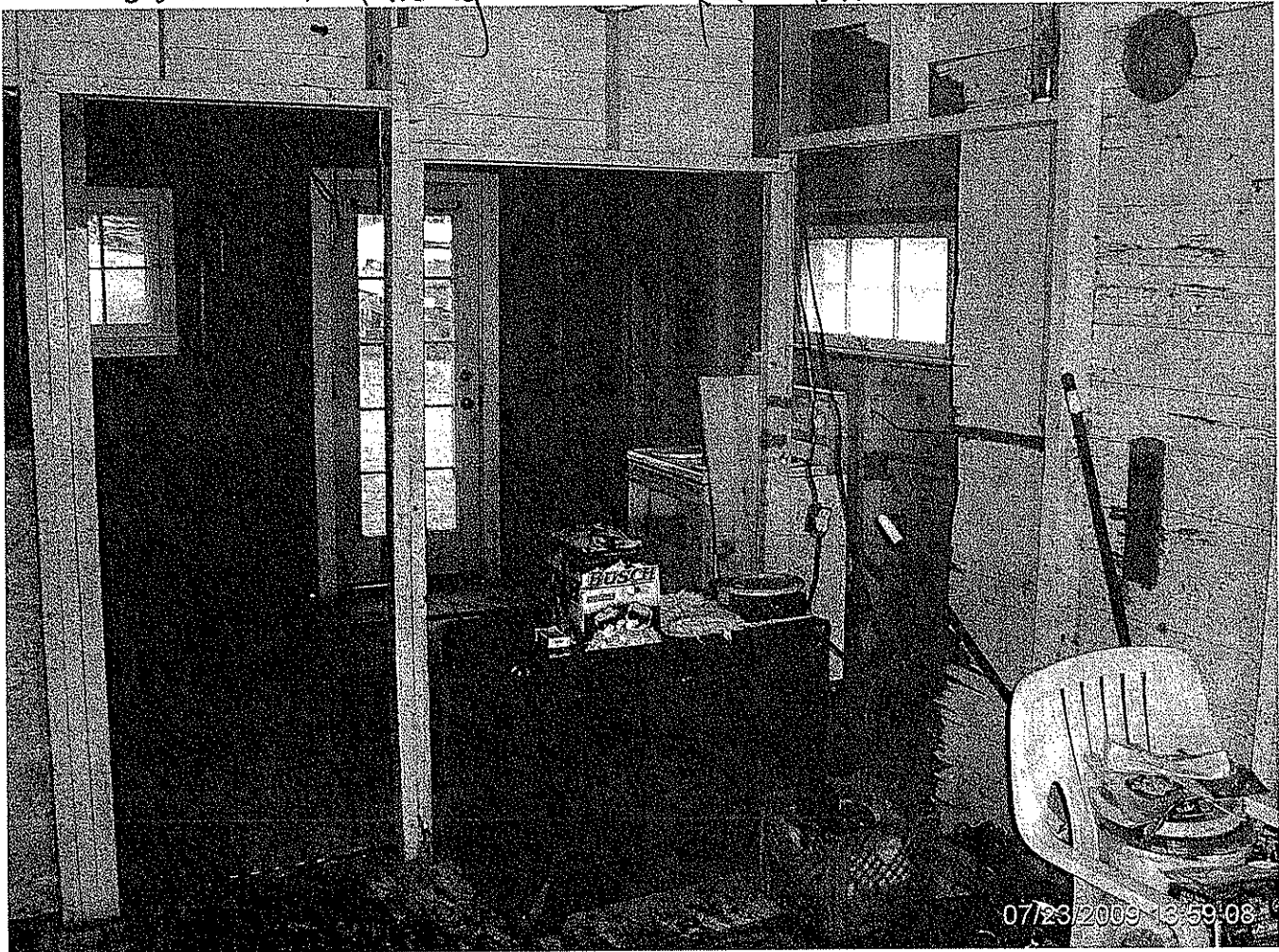
622 Parkway

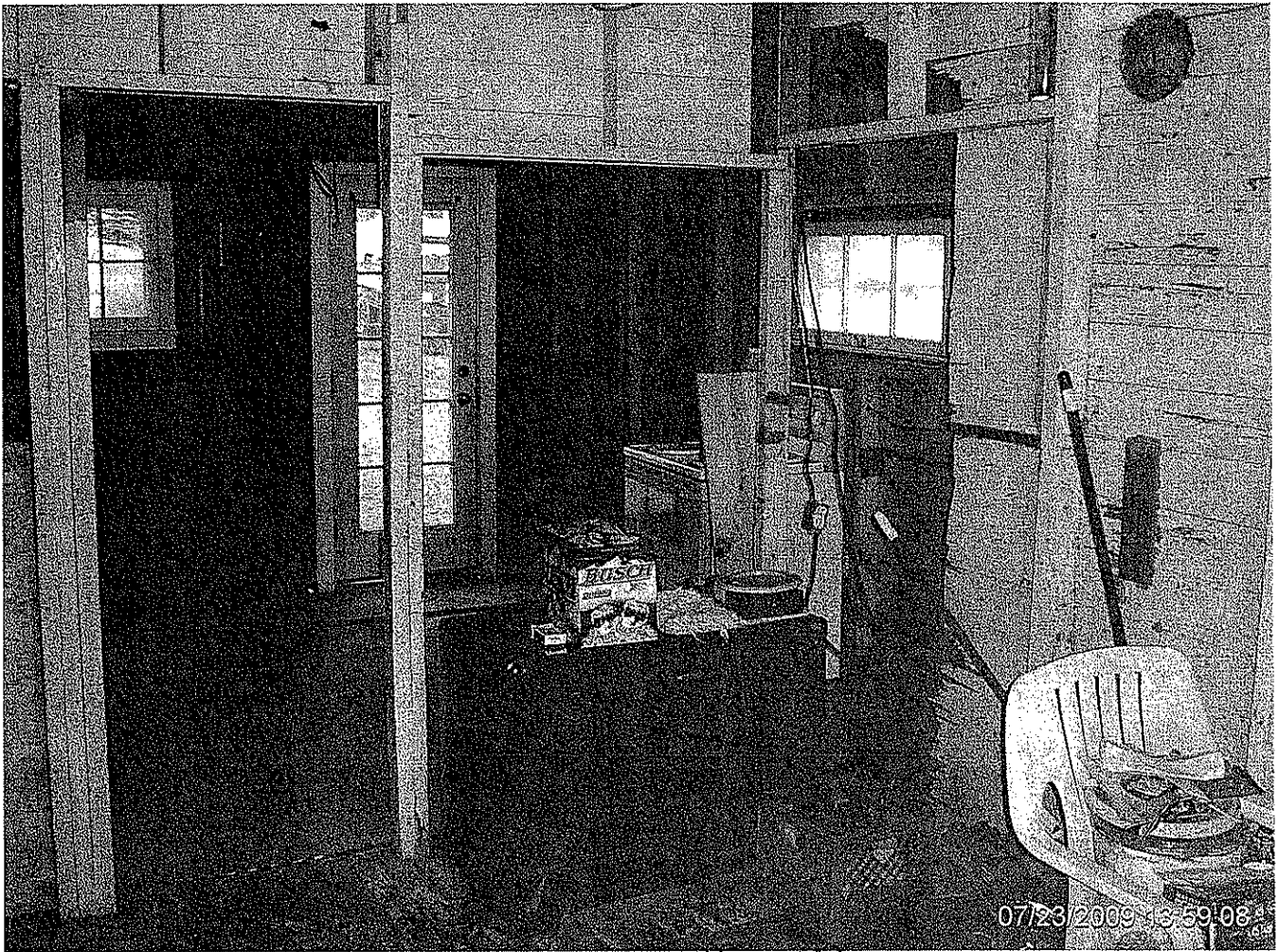
Jim Morse





622 Pathway J. Morse





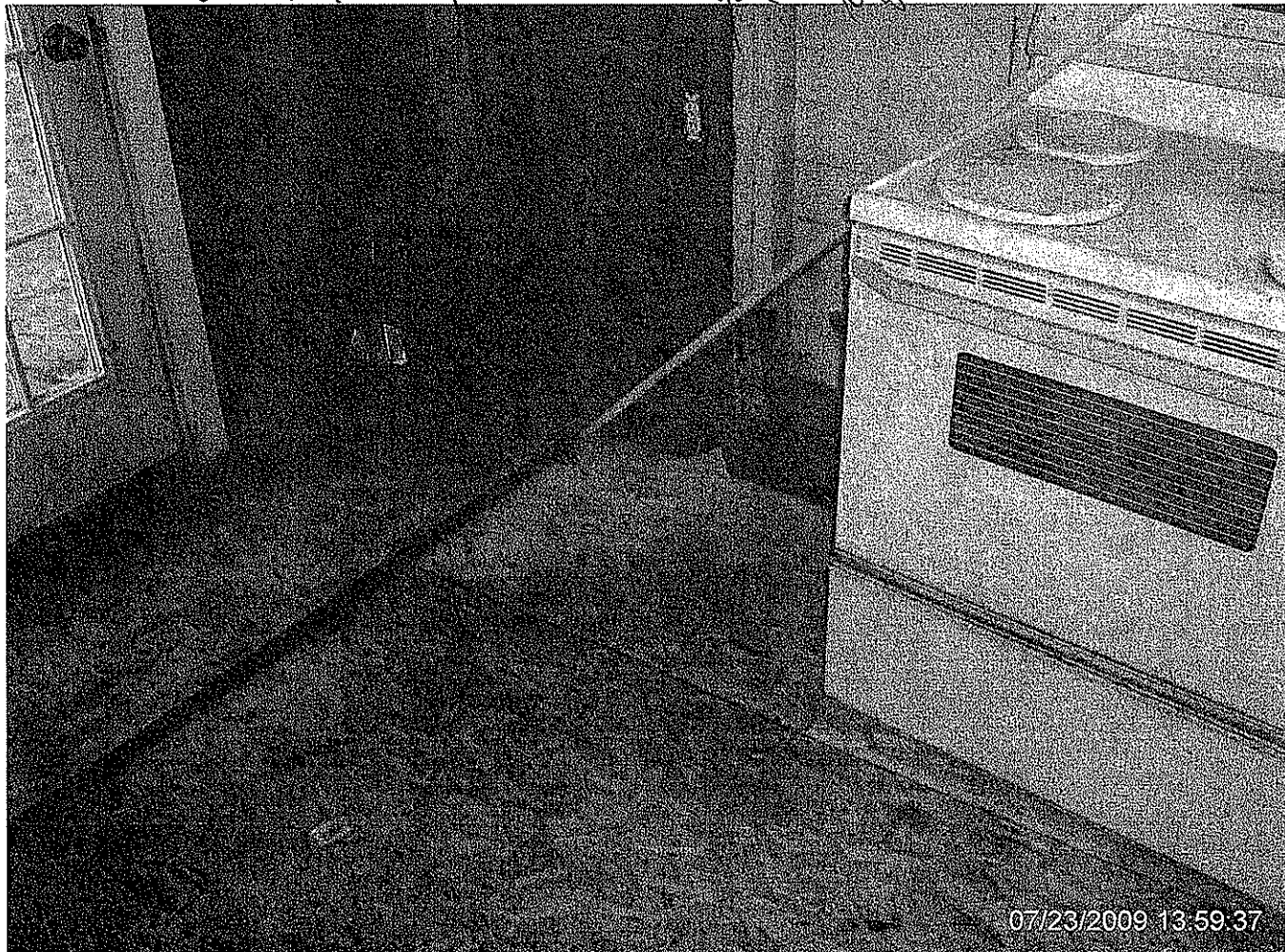
622 Pathway Via Morse





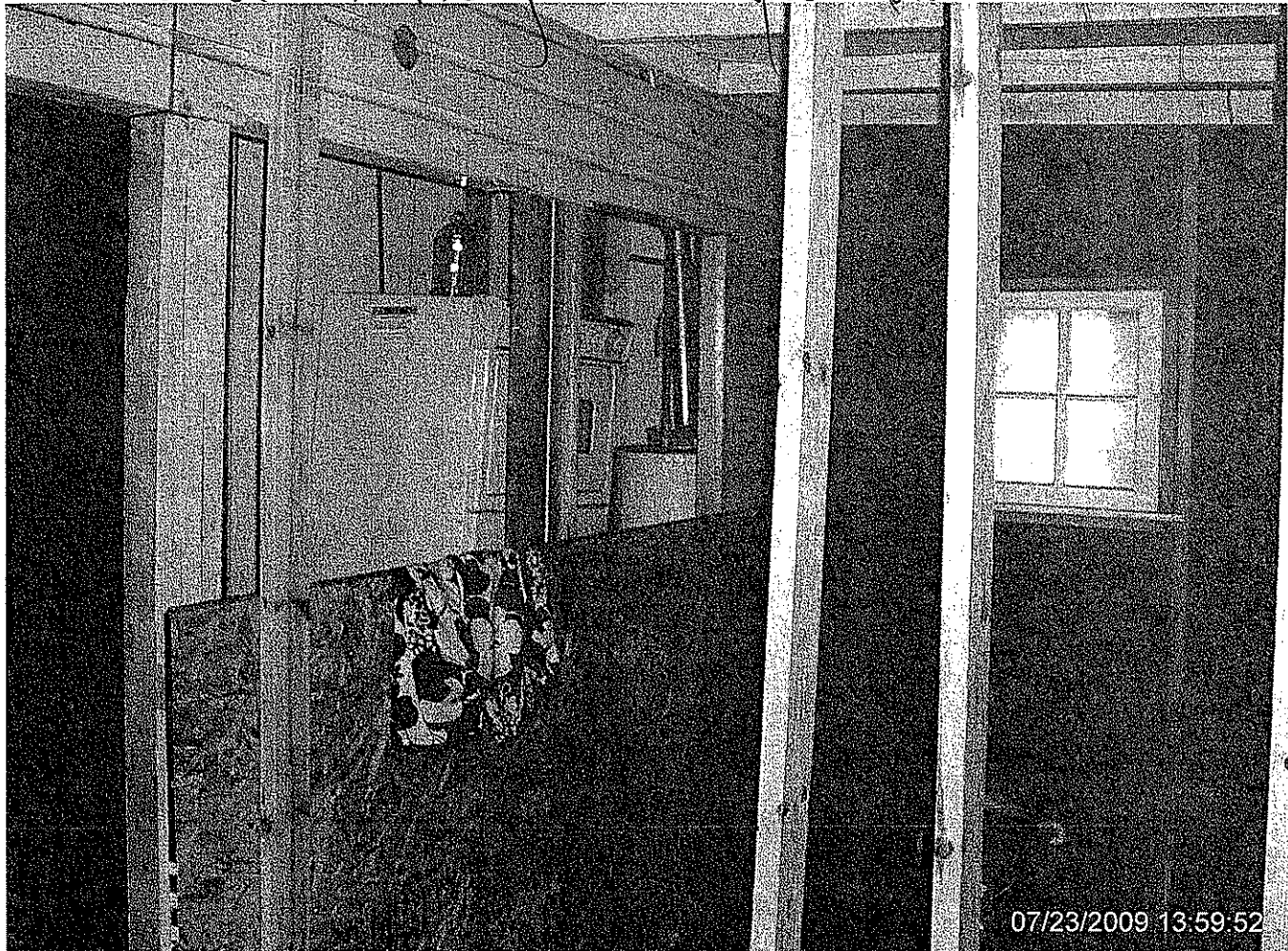
622 Pathway

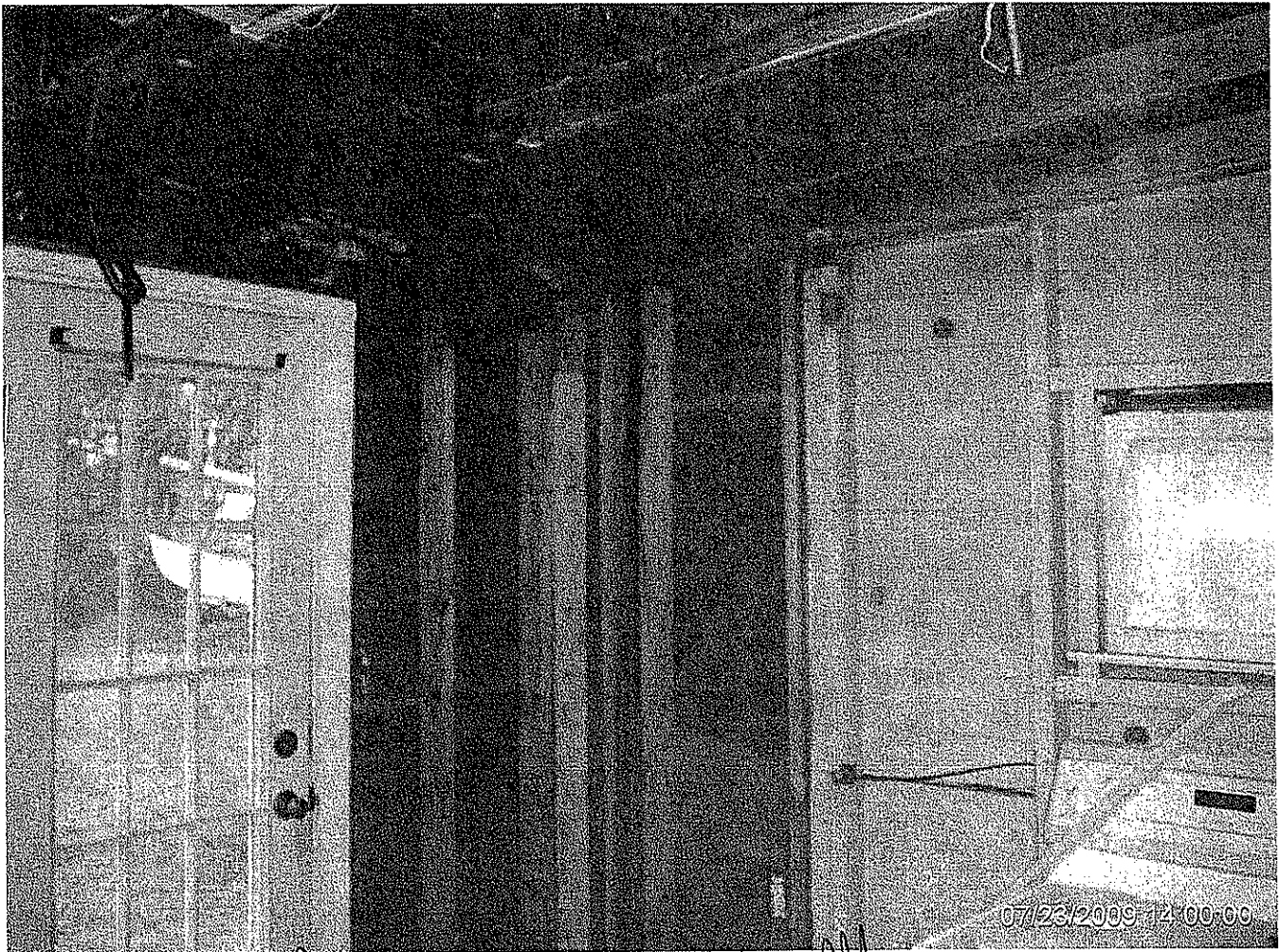
Vin Millage





622 Pathway Jim Moore



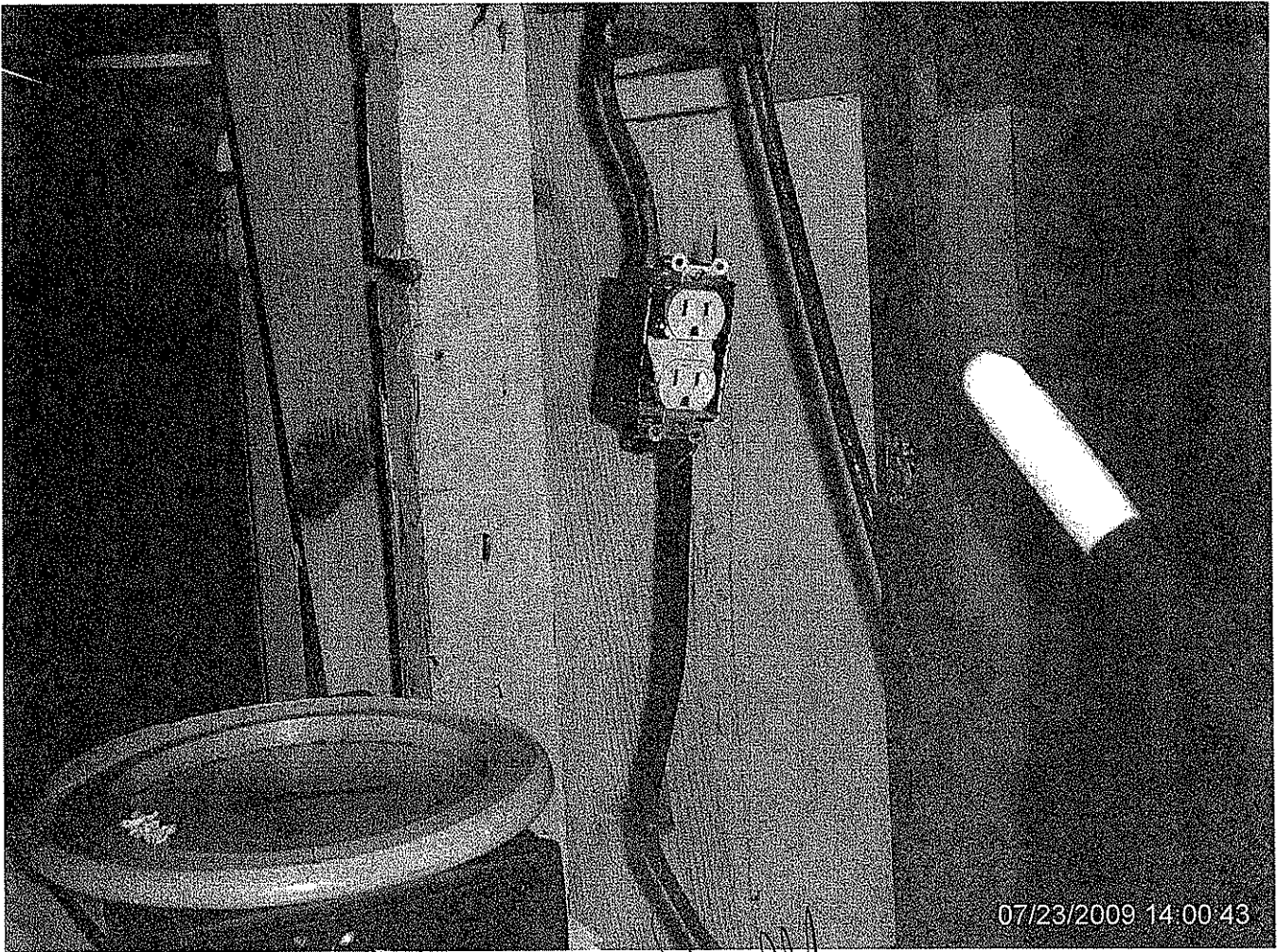


622 Pathwan

Vic Morse



07/23/2009 14:00:21



622 Pathway Jim Morse





07/23/2009 14:01:02

622 Pathway - Le Monde



07/23/2009 14:01:09



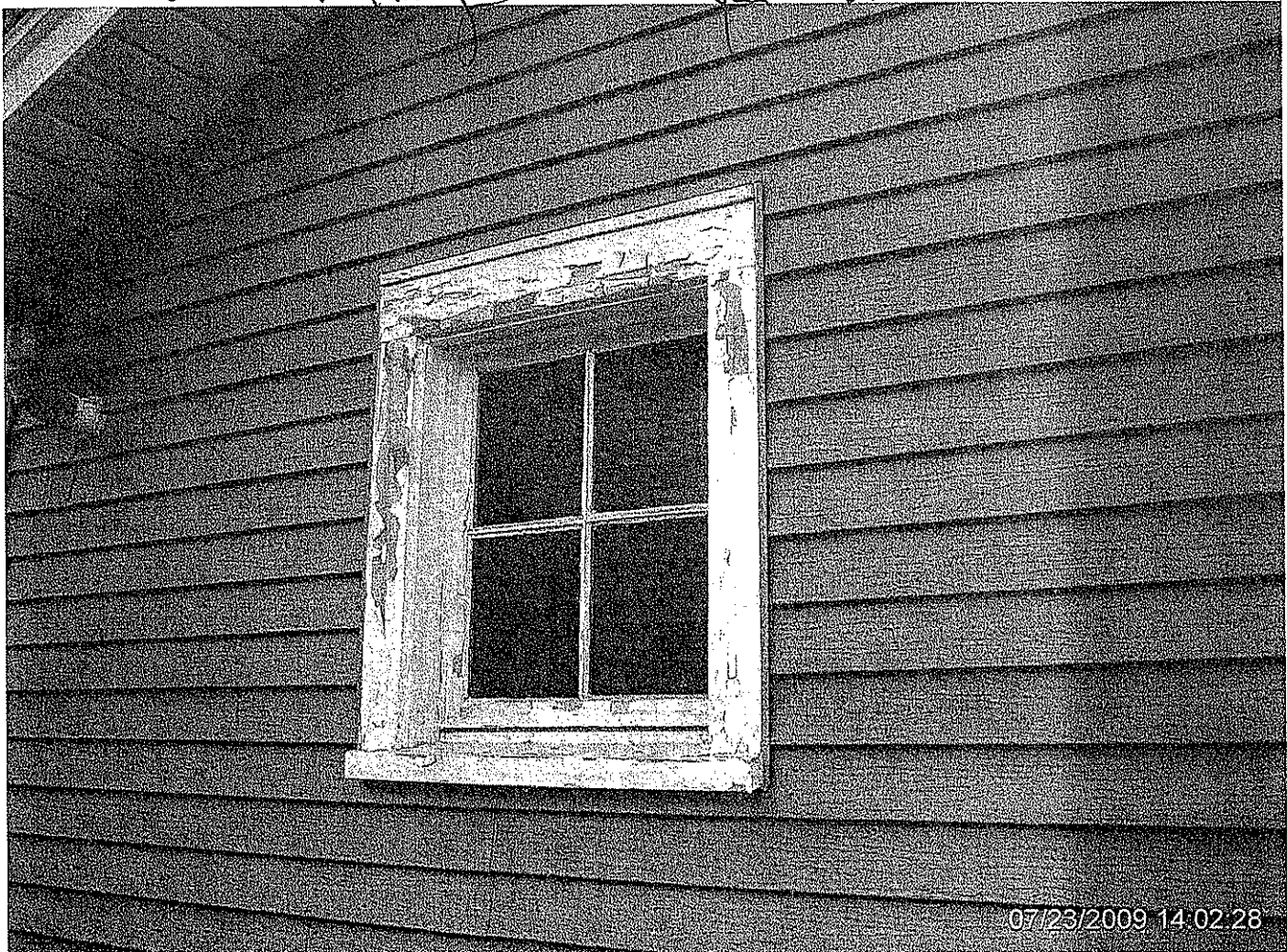
622 Pathway Jim Morse

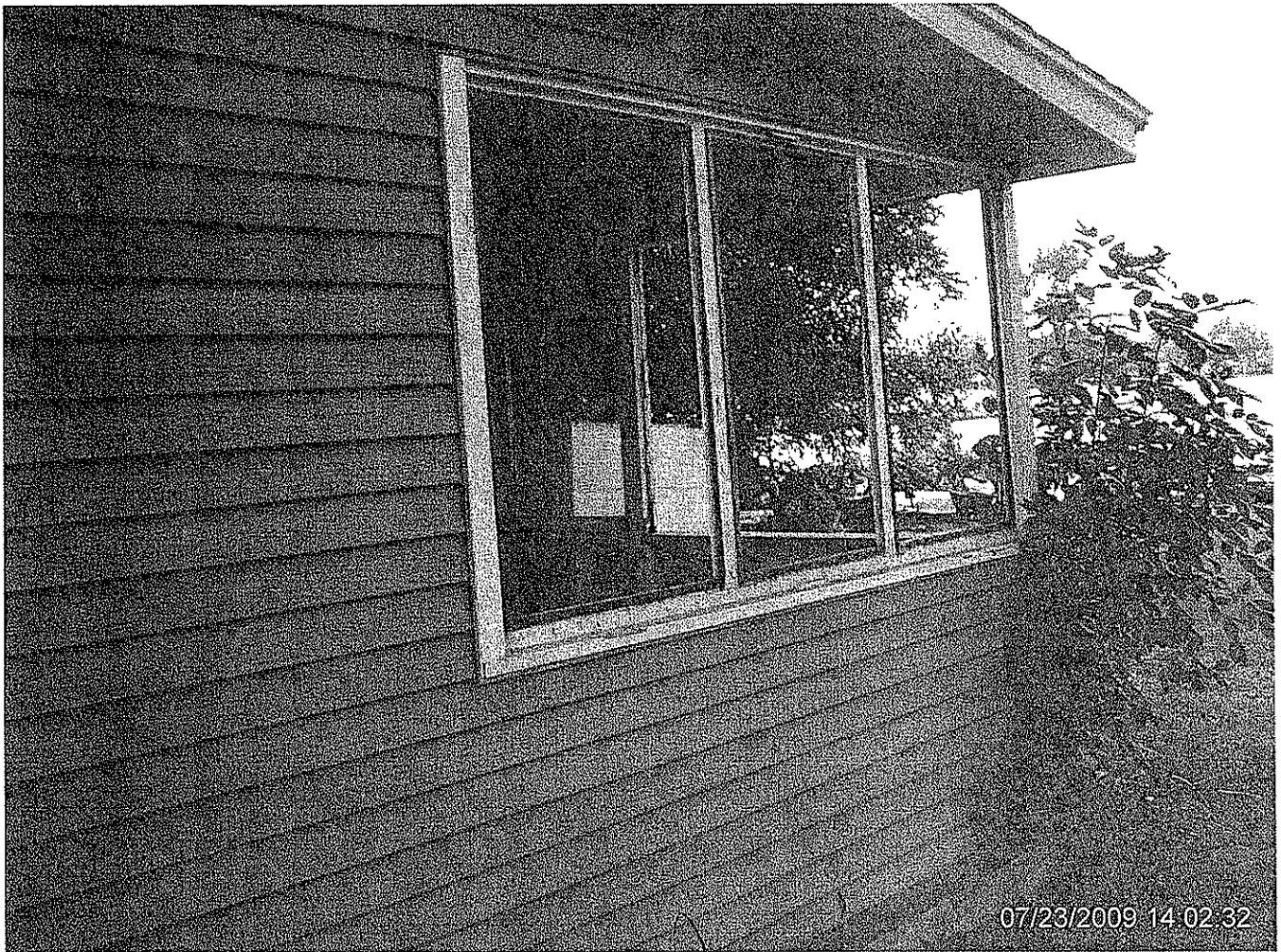




622 Parkway

J. M. base





622

Pathway

Jin Morse

Amy

From: Polly

Sent: Tuesday, August 18, 2009 10:57 AM

To: Amy

Amy, For the next agenda. Thanks, Polly

Presentation by Township Auditor Ken Palka concerning the audit of the township accounting records mfor the fiscal year ending March 31, 2009.

- A. Call to the public for comment
- B. Request for acceptance of the Audit Report as presented

8/18/2009

DRAFT

GENOA TOWNSHIP
 GENERAL FUND
 AUDIT PRESENTATION
 COMPARATIVE STATEMENT OF REVENUES, EXPENDITURES & TRANSFERS
 FOR PERIODS ENDING 6/30/03 THROUGH 3/31/09

LINE #	DESCRIPTION	YEAR ENDING 3/31/2009	YEAR ENDING 3/31/2008	(CHANGE IN FISCAL YEAR) 9 MOS ENDING 3/31/2007	YEAR ENDING 6/30/2006	YEAR ENDING 6/30/2005	YEAR ENDING 6/30/2004	YEAR ENDING 6/30/2003
REVENUES:								
1	TAXES	958,169	950,911	908,444	855,043	808,066	718,122	654,300
2	TAX COLLECTION FEES	362,319	370,276	353,779	336,597	326,993	286,589	258,339
3	LICENSES & PERMITS/CABLE FRANCHISE FEES	253,201	250,890	184,165	225,872	216,924	219,376	201,220
4	TRAILER FEES	3,482	3,447	2,672	3,544	3,657	3,812	3,854
5	STATE SHARED REVENUES	1,089,615	1,080,898	811,922	1,091,183	1,067,537	1,051,560	1,153,633
6	APPLICATION FEES	32,731	49,586	55,228	82,126	67,855	88,666	102,423
7	REFUSE COLLECTION FEES	660,443	626,316	458,663	563,645	525,309	497,729	476,651
8	PRINTING FEES	0	388	1,033	1,997	4,095	2,162	1,918
9	UTILITY ADMINISTRATION FEES	0	0	25,000	357,353	291,233	276,965	179,946
10	LIQUOR LAW ADMIN. FEES	3,500	3,500	3,500	3,500	3,500	2,400	2,400
11	LAND - TRANSFER TAXES	152,615	156,977	148,162	127,615	98,421	95,434	87,455
12	RENT INCOME	51,000	51,689	55,426	68,176	68,176	59,588	51,000
13	METRO ACT REVENUE	11,590	12,100	12,207	12,226	13,455	12,107	-
14	INTEREST INCOME	50,947	110,788	80,395	58,946	48,735	61,891	80,106
15	TRANSFER IN FROM OTHER FUNDS	0	0	0	0	39,730	133,365	0
16	MISCELLANEOUS	32,855	20,609	58,262	6,006	7,213	16,898	7,960
	TOTAL REVENUES	3,662,467	3,688,375	3,158,858	3,793,829	3,590,899	3,526,664	3,261,205
EXPENDITURES:								
30	SALARY - TRUSTEES	26,755	26,900	17,371	20,469	18,450	15,375	11,700
31	SALARY - SUPERVISOR	49,000	47,500	35,625	46,500	43,500	42,500	41,000
32	SALARY - MANAGER	0	91,627	64,541	83,778	79,732	71,962	72,063
33	SALARY - ELECTION WORKERS	70,631	32,418	45,202	11,684	14,286	0	10,714
34	SALARY - PROFESSIONALS/CONTRACTUAL	298,649	223,036	160,210	223,392	207,124	180,527	162,370
35	CONTRACTUAL ASSESSING SERVICE	0	0	0	0	0	0	17,000
36	LEGAL	306,961	166,379	100,666	137,666	103,084	38,416	30,119
37	SALARY - CLERK	48,000	46,500	34,875	45,500	42,500	41,500	40,000
38	AUDITOR	15,225	15,200	12,425	13,925	9,950	8,000	6,500
39	PAYROLL PROCESSING (PAYCHEX)	0	0	0	0	0	1,228	0
40	ENGINEERS/PLANNING	98,903	47,837	21,856	69,407	106,767	62,074	76,877
41	TAX ROLL PREPARATION	0	0	3,734	7,237	7,133	6,998	8,718
42	SALARY - BOR, PLANNING, ZONING	4,596	21,705	2,039	1,920	1,920	1,640	1,600
43	REFUNDS & CHARGEBACKS	3,714	3,120	1,909	3,174	1,293	2,610	856
44	SALARY - TREASURER	48,000	46,500	34,875	45,500	42,500	41,500	40,000
45	REPAIRS & MAINTENANCE	71,122	61,167	31,120	35,491	36,421	47,368	40,428
46	INSURANCE	231,542	219,545	115,353	157,977	159,600	113,064	123,177

GENOA TOWNSHIP
GENERAL FUND
AUDIT PRESENTATION
COMPARATIVE STATEMENT OF REVENUES, EXPENDITURES & TRANSFERS
FOR PERIODS ENDING 6/30/03 THROUGH 3/31/09

LINE #	DESCRIPTION	(CHANGE IN FISCAL YEAR)						
		YEAR ENDING 3/31/2009	YEAR ENDING 3/31/2008	9 MOS ENDING 3/31/2007	YEAR ENDING 6/30/2006	YEAR ENDING 6/30/2005	YEAR ENDING 6/30/2004	YEAR ENDING 6/30/2003
47	UTILITIES	18,007	16,609	12,928	16,822	15,194	14,955	17,928
48	SALARY - OTHER	239,725	199,948	147,314	199,504	219,775	193,018	227,204
49	RETIREMENT - PENSIONS	78,846	76,210	54,644	79,223	74,402	54,948	68,459
50	OFFICE EXPENSES	71,786	81,830	63,476	68,230	98,774	79,712	74,442
51	TELEPHONE	13,612	14,137	9,500	11,496	13,632	14,259	16,435
52	TRAVEL, AUTO (MILEAGE)	16,509	11,456	8,795	9,924	7,687	4,348	991
53	ESCROW LOSSES	0	0	0	300	0	8,216	0
54	GYPSY MOTH & MISCELLANEOUS	0	0	0	0	0	0	0
55	STORM MANDATE/NPDES	1,879	3,757	5,070	2,838	11,463	6,433	0
56	DUES	22,477	18,950	10,840	17,554	17,102	10,692	22,494
57	REGIONAL MEETING FEES	22,363	21,726	12,729	28,485	17,711	21,452	10,182
58	APPLICATION FEES	20,355	69,225	60,039	109,873	104,246	129,324	124,707
59	UTILITY BILLING FEES	0	0	0	99,467	145,375	140,186	34,773
60	SALARY - ORDINANCE ENFORCEMENT	40,494	37,314	26,389	36,379	34,776	33,535	30,828
61	SALARY - PLANNING & ZONING	24,380	0	0	0	0	0	0
62	METER READING	0	0	0	40,927	78,593	99,108	3,654
63	FIRE SUBSTATION	24,845	19,541	9,996	12,518	9,997	9,068	0
64	ROAD IMPROVEMENTS	479,193	2,100	170,848	113,546	40,938	256,245	176,276
65	LANDSCAPE & SITE WORK	0	0	0	1,615	12,391	3,419	2,753
66	REFUSE EXPENDITURES	833,586	825,337	598,012	763,236	727,416	664,210	614,274
67	DUST CONTROL	66,111	71,690	25,441	72,708	78,392	79,813	98,137
68	WHITE PINES STREET LIGHTING	756	576	468	609	609	558	557
69	DEBT RETIREMENT - PRIN & INTER.	0	0	0	121,592	278,973	249,428	250,000
70	PARKS & RECREATION	91,210	91,210	89,460	86,596	123,131	86,596	88,096
71	BIKE/WALK PATH	0	0	0	0	0	0	0
72	WATER/SEWER PROJECTS	0	0	0	0	0	8,795	22,195
73	DRAINS	17,411	33,803	25,106	30,309	17,037	21,248	24,542
74	CAPITAL OUTLAY	46,656	62,451	113,172	69,526	58,245	53,345	47,252
75	PAYROLL TAXES	67,928	57,237	40,913	58,534	57,509	50,792	51,070
76	UTILITIES - SALARIES/OTHER	0	0	0	98,561	0	0	0
77	WRITE OFF - DELINQUENT PERSONAL PROP TAXES	2,748	0	0	24,354	0	0	0
78	TRANSFER OUT TO OTHER FUNDS*	199,637	1,150,000	675,000	640,000	300,000	907,525	825,000
80	TOTAL EXPENDITURES/TRANS OUT	3,673,612	3,914,541	2,841,941	3,718,346	3,417,628	3,875,990	3,515,371
	NET REVENUES & EXPENDITURES	(11,145)	(226,166)	316,917	75,483	173,271	(349,326)	(254,166)
	BEGINNING FUND BALANCE - G/F	1,497,185	1,723,351	1,406,434	1,330,951	1,157,680	1,507,006	1,761,172

GENOA TOWNSHIP
GENERAL FUND
AUDIT PRESENTATION
COMPARATIVE STATEMENT OF REVENUES, EXENDITURES & TRANSFERS
FOR PERIODS ENDING 6/30/03 THROUGH 3/31/09

LINE #	DESCRIPTION	YEAR ENDING 3/31/2009	YEAR ENDING 3/31/2008	(CHANGE IN FISCAL YEAR) 9 MOS ENDING 3/31/2007	YEAR ENDING 6/30/2006	YEAR ENDING 6/30/2005	YEAR ENDING 6/30/2004	YEAR ENDING 6/30/2003
	ENDING FUND BALANCE - G/F	<u>1,486,040</u>	<u>1,497,185</u>	<u>1,723,351</u>	<u>1,406,434</u>	<u>1,330,951</u>	<u>1,157,680</u>	<u>1,507,006</u>
	*TRANS-OUT TO FUNDS:							
82	ROAD IMPROVEMENT FUND	0	-	100,000	250,000	100,000	100,000	50,000
83	ADVANCES FOR REIMBURSABLE ROAD PROJECTS	0	-	150,000	265,000	100,000	132,525	100,000
85	FUTURE DEVELOPMENT FIRE FUND	154,637	925,000	200,000	-	-	325,000	325,000
86	BUILDING/GROUNDS RESERVE FUND	45,000	25,000	25,000	25,000	-	-	-
89	PARKS & RECREATION FUND	0	200,000	200,000	100,000	100,000	350,000	350,000
		<u>199,637</u>	<u>1,150,000</u>	<u>675,000</u>	<u>640,000</u>	<u>300,000</u>	<u>907,525</u>	<u>825,000</u>
	ENDING FUND BALANCE - OTHER FUNDS							
92	ROAD IMPROVEMENT FUND	1,209,215	1,183,120	1,149,362	1,138,666	1,100,560	974,958	846,842
93	ADVANCES FOR REIMBURSABLE ROAD PROJECTS	861,209	696,056	500,487	157,350	774,791	415,421	335,069
95	FUTURE DEVELOPMENT FIRE FUND	0	74,958	198,467	-	-	-	252,280
97	PARKS & RECREATION FUND	733,576	803,157	943,744	729,315	650,603	960,771	588,931
99	BUILDING/GROUNDS RESERVE FUND	126,281	79,017	51,316	25,353	-	-	-
101	TOTAL ENDING FUND BALANCE - OTHER FUNDS	<u>2,930,281</u>	<u>2,836,308</u>	<u>2,843,376</u>	<u>2,050,684</u>	<u>2,525,954</u>	<u>2,351,150</u>	<u>2,023,122</u>
105	ENDING FUND BALANCE - G/F & OTHER FUNDS	<u>4,416,321</u>	<u>4,333,493</u>	<u>4,566,727</u>	<u>3,457,118</u>	<u>3,856,905</u>	<u>3,508,830</u>	<u>3,530,128</u>
	REFUSE REVENUES	660,443	626,316	458,663	563,645	525,309	497,729	476,651
	REFUSE EXPENSES	<u>833,586</u>	<u>825,337</u>	<u>598,012</u>	<u>763,236</u>	<u>727,416</u>	<u>664,210</u>	<u>614,274</u>
	NET REFUSE	<u>(173,143)</u>	<u>(199,021)</u>	<u>(139,349)</u>	<u>(199,591)</u>	<u>(202,107)</u>	<u>(166,481)</u>	<u>(137,623)</u>
	APPLICATION FEE REVENUE	32,731	49,586	55,228	82,126	67,855	88,666	102,423
	APPLICATION FEE EXPENSES	<u>20,355</u>	<u>69,225</u>	<u>60,039</u>	<u>109,873</u>	<u>104,246</u>	<u>129,324</u>	<u>124,707</u>
	NET APPLICATION FEES	<u>12,376</u>	<u>(19,639)</u>	<u>(4,811)</u>	<u>(27,747)</u>	<u>(36,391)</u>	<u>(40,658)</u>	<u>(22,284)</u>



Dykema Gossett PLLC
Capitol View
201 Townsend Street, Suite 900
Lansing, MI 48933
WWW.DYKEMA.COM
Tel: (517) 374-9100
Fax: (517) 374-9191
James P. Kiefer
Direct Dial: (517) 374-9126
Email: JKIEFER@DYKEMA.COM

MEMORANDUM

To: Robin Hunt
From: James P. Kiefer *JPK*
Re: Prepayment of Outstanding Bonds Issued by Genoa Township
Date: September 16, 2009

Background

You have asked me to address the ability of the Township to prepay some of the Township's existing bonds that are currently outstanding. Ken Palka has prepared the spreadsheet attached as Exhibit A that sets forth the outstanding principal balance on fourteen separate bond issues that have been issued for various capital improvement projects in the Township. The spreadsheet also sets forth the funds that the Township currently has on hand with respect to these bond issues and the special assessments that remain to be collected with respect to these bond issues.

The analysis of whether the bond issues should be prepaid requires a careful review of the following issues:

1. Whether the terms of the bond issues contain any prepayment restrictions, and if so whether prepayment requires the payment of a prepayment premium or penalty?
2. Whether the Township has sufficient funds on hand in the applicable bond fund to prepay all or some of the outstanding bonds of each respective bond issue?
3. To the extent that the Township determines to prepay bonds, whether the Township will continue to collect the outstanding special assessments that remain to be paid with respect to the specific bond issue?
4. Whether the interest rates on the individual bond issues are such that the Township should consider issuing refunding bonds to refinance the outstanding bonds with a lower interest rate?

Each of these issues is analyzed in greater detail below. Following this analysis, the fourteen separate bond issues are then grouped into five different categories. After you review this memorandum, it would be appropriate to schedule a meeting or conference call to discuss the Township's options with respect to these outstanding bond issues.

Prepayment Restrictions on Outstanding Bond Issues

Each of the fourteen separate bond issues has its own specific requirements regarding the ability to prepare the bonds without a penalty. Generally, most of the bond issues were structured so that the bonds may not be prepaid during the first ten years after they are issued. After the ten year prohibition on prepayment (also referred to as the "no-call period") the bonds normally can be prepaid without penalty.

Once the Township determines the specific bond issues that it wants to prepay, we will confirm the specific prepayment restrictions included in the definitive documents for those bond issues.

Funds on Hand to Prepay Outstanding Bond Issues

The spreadsheet attached as Exhibit A demonstrates that there are four bond issues where the cash on hand in the applicable bond fund, plus delinquencies funded by the County, exceeds the outstanding bonds. In the case of these four bond issues, there would be sufficient funds to prepay the bonds.

For a number of the other bond issues, there is a sufficient surplus in each bond fund to consider a partial redemption, where the Township would elect to redeem (i.e. prepay) a portion of the outstanding bonds for a particular bond issue. Under the terms of most of the applicable bond authorizing resolutions and related documents, in the case of a partial prepayment the outstanding bonds must be redeemed (i.e. prepaid) in direct order of maturity.

Collection of Special Assessments with respect to Bond Issues that have been Prepaid

One of the more difficult issues that the Township Board will need to decide is what to do with the remaining special assessments that have not been collected in the event that the Township elects to prepay in full some of the bond issues. Generally, it would be unfair to the residents that have paid in full their special assessments to merely cancel the special assessments that remain to be collected. Likewise, to the extent that the Township has prepaid an outstanding bond issue, it may be difficult to justify the continued collection of special assessments to pay for the bond issue.

While not specifically raised by the current question of whether to prepay outstanding bond issues, the Township soon will be in the position of reaching the end of the life of a number of the special assessment districts and having to determine what needs to be done with the excess in the special assessment funds. Section 12 of Act 188 addresses the issue of special assessments being greater than the actual cost of the project. Section 12 provides as follows:

Should the assessments in any special assessment roll prove insufficient for any reason, including the noncollection thereof, to pay for the improvement for which they were made or to pay the principal and interest on the bonds issued in anticipation of the collection thereof, then the township board shall make additional pro rata assessments to supply the deficiency, but the total amount assessed against any parcel of land shall not exceed the value of the benefits received from the improvement. *Should the total amount collected on assessments prove larger than necessary by more than 5% of the original roll, then the surplus shall be prorated among the properties assessed in accordance with the amount assessed against each and applied toward the payment of the next township tax levied against such properties, respectively, or if there be no such tax then it shall be refunded to the persons who are the respective record owners of the properties on the date of the passage of the resolution ordering such refund. Any such surplus of 5% or less may be paid into the township contingent funds disposed of as above provided.*

MCL 41.732 (emphasis added).

In researching this issue we have not found any court cases or Attorney General opinions that interpret Section 12 of Act 188. A plain reading of the statute, however, provides the Township with sufficient guidance in this area.

If the total amount of assessments collected exceeds the amount required to pay for the project or to pay the principal and interest on the bonds issued in anticipation of the collection of the special assessments by more than 5% of the original roll, then the surplus is to either be applied to the payment of the next township tax levied against the assessed properties or refunded to the property owners. Furthermore, it is not until sufficient assessments are collected to pay the project costs and the principal and interest on all bonds issued for the project that the comparison called for in Section 12 of Act 188 can be made. Accordingly, at or near the time that the last assessment is levied and collected the Township will need to make a determination of whether the amount collected on the assessments is larger than 5% of the original roll.

Issuance of Refunding Bonds

To the extent that the Township elects not to prepay an outstanding bond issue, the Township may want to consider whether it would be cost effective to issue refunding bonds to reduce the interest rate on a specific bond issue. A few of the bond issues have interest rates that are above the current market interest rates for municipal debt and it may be possible to reduce the interest rate by issuing refunding bonds. The Township has previously issued refunding bonds for some of its outstanding bond issues and has been able to reduce its interest costs by doing so.

General Groupings of the Outstanding Bonds Issues

In analyzing whether to prepay some or all of the Township's outstanding bonds, we have grouped the fourteen bond issues into the five categories set forth below. Exhibit B contains a listing of these categories and the related bond issues.

Group No. 1 – Bonds issued through the State's revolving loan program.

Two of the bond issues have been issued through the State's revolving loan program and accrue interest at the rate of 2%. Given this low interest rate, it is probably not cost effective to prepay these bond issues.

Group No. 2 – Bonds for which there are no related special assessments.

There are two bond issues for which there are no outstanding special assessments. These two bond issues could be prepaid without the complications of determining how to address unpaid special assessments.

The larger of the two bond issues (Fund No. 876) is for the Genoa-Oceola Wastewater Treatment Plant. These are bonds for which Genoa Township is responsible for a portion of the debt service and Oceola Township is responsible for a portion of the debt service. In order to prepay the bonds, it would be necessary to have Oceola prepay its share at the same time that Genoa is prepaying its portion of the bonds. You have advised us that Oceola does not have funds that could be used to prepay its portion of the bonds. Without Oceola prepaying its portion of the bonds, it will not be possible for Genoa to prepay these bonds.

The second bond issue in this group (Fund No. 875) is for Genoa's portion of the MHOG water system. These bonds were issued through the County DPW and we are in the process of confirming that the documentation for this bond issue allows the Township to prepay a portion of the outstanding bonds. To the extent that such partial prepayments are allowed, the Township may want to consider a partial prepayment.

Group No. 3 – Bonds which could be considered for refunding or partial prepayment.

There are two bond issues that have significant principal balances and have interest rates that are slightly higher than current market interest rates. The Township could consider issuing refunding bonds for these bond issues for the purpose of reducing the interest rates on the bonds. The interest rates on the new bond issues, however, would be less than 1% lower than the interest rates on the current bonds, and by the time that the Township pays the costs of issuance for the refunding bonds, it is questionable whether there would be any significant savings to the Township.

As an alternative to issuing refunding bonds for these two bond issues, the Township may want to consider prepaying a portion of the outstanding bonds with the funds that are on hand. For

example, the Lake Edgewood West Sewer Bonds (Fund No. 873) may be prepaid in whole or in part on any interest payment date on or after May 1, 2009. Accordingly, the Township could elect to use a portion of the \$1,063,748 that is currently in the debt service fund to prepay a portion of the bonds on November 1 of this year (or on any May 1 or November 1 thereafter.) Any such prepayments must be "in the direct order of maturity" of the bonds and accordingly the prepayments would be for the next scheduled principal payments. (The prepayment of the next scheduled principal payments will result in the debt service fund growing rapidly in the years following the prepayments because special assessments will continue to be collected, but there will not be any principal payments on the bonds. To the extent that additional funds are accumulated in the following years, it would be possible to simply prepay a portion of the bonds again.)

The Lake Edgewood Water Bonds (Fund No. 872) have similar prepayment restrictions. Accordingly a portion of the \$425,805 in the debt service fund could be used to prepay these bonds on November 1 of this year (or on any May 1 or November 1 thereafter).

Group No. 4 – Bond issues where there is less than \$100,000 in available funds.

For three of the bond issues, the Township has less than \$100,000 in the respective bond fund that could be used to prepay the bonds. While there is no specific threshold for determining when it is cost effective to prepay bonds, the Township should consider the legal, accounting and trustee fees that will be associated with prepaying a bond issue. At a certain level, the costs associated with prepaying the bonds will outweigh any cost savings associated with prepaying the bonds.

Group No. 5 – Bond issues that could be prepaid in full or in part.

There are five remaining bond issues that fall into the category of bond issues for which the Township may want to consider using existing bond funds to prepay the debt, and they are as follows:

<u>Fund</u>	<u>Name of District</u>	<u>Principal Outstanding</u>	<u>Approximate Interest Rate</u>
862	NE Tri-Lakes	\$255,000	5.80%
856	Oak Pointe	\$425,000	4.25%
858	Grand Oaks Water	\$270,000	4.85%
855	Grand River Water Refunding	\$660,000	3.80%
864	Tri-Lakes Road	\$280,000	3.60%

For each of these bond issues, the Township could consider prepaying a portion of the bonds in the same manner that the Township could prepay the Lake Edgewood Sewer Bonds and the Lake Edgewood Water Bonds in Group No. 3 above. (The Northeast Tri-Lakes bonds could be prepaid in full given the balance that currently exists in the debt service account.) To the extent that the Township prepays the bonds in full, then the Township will need to address the issue of collecting the remaining special assessments that is discussed in the memorandum on page two. In any event, the Township will need to consider the relatively small balances in these accounts when it is deciding whether to prepay a portion of these outstanding bonds.

Recommendations for Prepaying Some of the Outstanding Bonds

The decision of whether to prepay a portion or the entire amount of an outstanding bond issue is a policy decision that needs to be made by the Township Board. Based on discussions with you and with Ken Palka, we would encourage the Township Board to consider prepaying a portion of the outstanding bonds in Group No. 3 as discussed above. Additionally, depending on the extent to which the Township Board wants to prepay outstanding bonds, a portion of the bonds issued for the MHOG system described in Group No. 2 above (Fund No. 875) could be prepaid. The last set of bonds that would be considered for prepayment are the bonds in Group No. 5, but given the relatively small balances of these outstanding bonds, there would be only a small marginal benefit in prepaying these bonds.

* * * * *

I will look forward to discussing this material with you in more detail.

JPK

cc: Gary McCririe
Ken Palka

Exhibit A

Spreadsheet of Outstanding Bond Issues
Prepared by Pfeffer, Hanniford and Palka

Genoa Township
Debt Service Analysis
3/31/2009

Fund #	Description	Cash at 3/31/2009	Due from County	SAD Receivable at 3/31/09	Debt at 3/31/2009	Approx Rate on Debt	Debt Matures	Cash + County Del - Debt	Assets - Debt
857	L.E. WATER 1997	64,942	1,204	195,326	230,000	5.10%	5-1-2017	(163,854)	31,472
873	L.E. WEST SEWER	1,063,748	48,455	2,176,571	3,180,000	5.60%	11-1-2020	(2,087,797)	108,774
875	JOINT WATER BONDS D&E	897,369			808,750	4.00%	6-16-2016	88,619	88,619
876	G/O WWTP BONDS, 2001	1,837,650			1,364,785	4.50%	6-1-2021	472,865	472,865
867	TRI LAKES SAD	643,451	14,797	235,927	465,000	2.00%	10-1-2011	193,248	429,175
869	LE PHASE II	80,363	4,449	39,887	95,000	6.65%	5-1-2012	(10,188)	29,699
854	LE PHASE III	88,599		60,600	110,000	5.50%	5-1-2013	(21,401)	39,199
862	NE TRI-LAKES	256,720	3,795	182,910	255,000	5.80%	5-1-2015	5,515	188,425
856	OAK POINTE	329,835	9,718	348,691	425,000	4.25%	5-1-2014	(85,447)	263,244
868	G/O #1 DRAIN	432,772	24,187	370,025	550,277	2.00%	10-1-2011	(93,318)	276,707
872	LE WATER IMPROVEMENTS	425,805	71,989	1,664,196	2,040,000	5.65%	5-1-2020	(1,542,226)	121,970
858	GRAND OAKS WATER	210,380	2,957	177,165	270,000	4.85%	5-1-2018	(56,663)	120,502
855	GRAND RIVER WATER REFUNDING	372,212	7,839	505,311	660,000	3.80%	12-1-2013	(279,949)	225,362
864	TRI-LAKES ROAD	181,910	6,637	233,104	280,000	3.60%	12-1-2012	(91,453)	141,651
		<u>6,885,756</u>	<u>196,007</u>	<u>6,189,713</u>	<u>10,733,812</u>			<u>(3,652,049)</u>	<u>2,537,664</u>

Exhibit B

Grouping of Outstanding Bond Issues

Genoa Township
Debt Service Analysis
3/31/2009

Fund #	Description	Cash at 3/31/2009	Due from County	SAD Receivable at 3/31/09	Debt at 3/31/2009	Approx Rate on Debt	Debt Matures	Cash + County Del. - Debt	Assets - Debt
<i>Group No. 1 - Bonds issued through the State's revolving loan program</i>									
867	TRI LAKES SAD	643,451	14,797	235,927	465,000	2.00%	10-1-2011	193,248	429,175
868	G/O #1 DRAIN	432,772	24,187	370,025	550,277	2.00%	10-1-2011	(93,318)	276,707
<i>Group No. 2 - Bonds for which there are no related special assessments</i>									
875	JOINT WATER BONDS D&E	897,369			808,750	4.00%	6-16-2016	88,619	88,619
876	G/O WWTP BONDS, 2001	1,837,650			1,364,785	4.50%	6-1-2021	472,865	472,865
<i>Group No. 3 - Bonds which could be considered for refunding or partial prepayment</i>									
873	L.E. WEST SEWER	1,063,748	48,455	2,176,571	3,180,000	5.60%	11-1-2020	(2,067,797)	108,774
872	LE WATER IMPROVEMENTS	425,805	71,969	1,664,196	2,040,000	5.65%	5-1-2020	(1,542,226)	121,970
<i>Group No. 4 - Bond issues where there is less than \$100,000 in available funds</i>									
857	L.E. WATER 1997	64,942	1,204	195,326	230,000	5.10%	5-1-2017	(163,854)	31,472
869	LE PHASE II	80,363	4,449	39,887	95,000	6.65%	5-1-2012	(10,188)	29,899
854	LE PHASE III	88,599		60,600	110,000	5.50%	5-1-2013	(21,401)	39,199
<i>Group No. 5 - Bond issues that could be prepaid in full or in part</i>									
862	NE TRI-LAKES	256,720	3,795	182,910	255,000	5.80%	5-1-2015	5,515	188,425
856	OAK POINTE	329,835	9,718	348,691	425,000	4.25%	5-1-2014	(85,447)	263,244
858	GRAND OAKS WATER	210,380	2,957	177,165	270,000	4.85%	5-1-2018	(56,663)	120,502
855	GRAND RIVER WATER REFUNDING	372,212	7,839	505,311	660,000	3.80%	12-1-2013	(279,949)	225,362
864	TRI-LAKES ROAD	181,910	6,637	233,104	280,000	3.60%	12-1-2012	(91,453)	141,651

5775 Brighton Pines Court, L.L.C.

317 Union Street, Suite D
Milford, Michigan 48381

Phone / Facsimile: 248-685-7060

July 12, 2009

Ms. Paulette Skolarus
Genoa Township Clerk
2911 Dorr Road
Brighton, Michigan 48116

GENOA TOWNSHIP

AUG 12 REC'D

RECEIVED

RE: Tax ID No. 4711-15-200-025
Commonly Known As 5775 Brighton Pines Court

Subject: Industrial Development District Request

Ms. Skolarus:

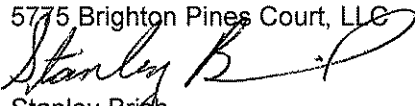
I respectfully request that the Genoa Township Board establish an "Industrial Development District", pursuant to Act No. 198, P.A. 1974, within the legal boundaries of the property as described in the legal description attached hereto as Exhibit A. A copy of the site plan is also attached for your reference.

When occupied, it is our anticipation that the future tenant will be making a capital investment toward the purchase of machinery and equipment.

Thank you for your consideration and expeditious attention to this request.

Questions regarding this matter should be directed to Mr. Fred Dillingham, executive director of the Economic Development Council of Livingston County at (517) 546-0822.

Respectfully,

5775 Brighton Pines Court, LLC

Stanley Brish
Member

Enclosures

cc: Fred Dillingham

AUG 28 2009

RECEIVED

Michigan Department of Treasury
3427 (Rev. 5-06)

Application for Exemption of New Personal Property

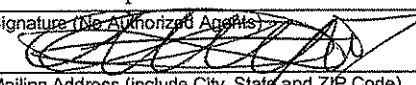
Issued under P.A. 328 of 1998. An exemption will not be effective until approved by the State Tax Commission.

INSTRUCTIONS: Read instructions on page 2 of this form before completing this application. File the original and two copies of this form and the required attachments (resolution approving, copy of legal description and a detailed description of the business operations) with the clerk of the local government unit. The State Tax Commission requires two complete sets.

PART 1: APPLICANT INFORMATION

1a. Applicant/Company Name (Applicant must be an ELIGIBLE BUSINESS) CRW Plastics USA, Inc.		2. County Livingston	
1b. Company Mailing Address (No. and Street, P.O. Box, City, State, ZIP Code) 5775 Brighton Pines Court		3. City/Township/Village (indicate which) Howell/Genoa Township	
1c. Location of Eligible Business (No. and Street, City, State, ZIP Code) 5775 Brighton Pines Court		4a. Local School District Howell	4b. School Code 47070
5. Check below the type of business in which you are engaged and provide a detailed description of the business operation on a separate sheet <input checked="" type="checkbox"/> Manufacturing <input type="checkbox"/> Research & Development <input type="checkbox"/> Office Operations <input type="checkbox"/> Mining <input type="checkbox"/> Wholesale Trade			
6a. Identify type of ELIGIBLE DISTRICT where Eligible Business and New Personal Property will be located Industrial Development District		6b. Governing Unit that Established ELIGIBLE DISTRICT Genoa Township	
6c. Date ELIGIBLE DISTRICT was Established		8. Telephone Number (517) 518-0780	
7. Name of Person in the Eligible Business to Contact for Further Information Derian Campos		8. Telephone Number	
9. Mailing Address 5775 Brighton Pines Court, Howell, MI 48843			

The undersigned, authorized officer of the company making this application certifies that, to the best of his/her knowledge, no information contained herein or in the attachments hereto is false in any way and that all of the information is truly descriptive of the property for which application is being made. The undersigned, authorized officer further certifies that the applicant is an Eligible Business as defined in P.A. 328 of 1998.

11. Name of Company Official Derian Campos		12. Title President	
13. Signature (No Authorized Agents) 		14. Date 08/18/09	
15. Mailing Address (Include City, State and ZIP Code)			
16. Email Address 5775 Brighton Pines Court, Howell, MI 48843		17. Telephone Number (517) 518-0780	
		18. Fax Number (517) 545-5584 0902	

PART 2: LOCAL GOVERNMENT UNIT CLERK VERIFICATION

19. Name of Local Governmental Unit Which Passed Resolution for Exemption of New Personal Property		20. Date of Resolution (Attach Copy)		21. Expiration Date of Exemption	
22. Name of Clerk		23. Date application was received by Local Unit			
24. Clerk's Signature		25. Clerk's Mailing Address			
26. Telephone Number		27. Fax Number		28. Email Address	
29. LUCI Code		30. School Code		31. Date District was Established	

STATE TAX COMMISSION USE			
Application No.	Date Received	LUCI Code	School Code

Instructions for Completing Form 3427, Application for Exemption of New Personal Property

As a supplement to the following instructions, please read State Tax Commission (STC) Bulletin No. 9 of 1999 which explains the provisions of Public Act (P.A.) 328 of 1998, as amended.

Line 1: P.A. 328 of 1998, as amended, states that, to qualify for exemption, New Personal Property must be owned or leased by an Eligible Business. Please see page 2 of STC Bulletin No. 9 of 1999 for the definition of an Eligible Business. Please note that a copy of the legal description for the property where the Eligible Business is located must be attached.

Line 2, 3, 4: Indicate the county; the city or township; or village; and the local school district in which the New Personal Property and the Eligible Business will be located.

Line 5: P.A. 328 of 1998, as amended, provides that an Eligible Business must be engaged in one of the following types of businesses: manufacturing, mining, research and development, wholesale trade, or office operations. Please see page 2 of STC Bulletin No. 9 of 1999 for the definition of an Eligible Business. Please note that a detailed description of the business operation must be provided on a separate sheet.

Line 6 a-c: P.A. 328 of 1998, as amended, provides that New Personal Property and the Eligible Business must be located in an Eligible District. Please see page 4 of STC Bulletin No. 9 of 1998 for a listing of the eight different types of Eligible Districts.

Line 7: If there is someone in your business, other than the person signing this application, who should be contacted if further information is needed, please name the person on line 7.

Line 10b: Note that a signature from a company official is required on line 13. This application cannot be processed without a signature.

Lines 19 to 31: These lines must be completed by the Clerk of the Local Governmental Unit which has adopted the resolution required by P.A. 328 of 1998, as amended.

Note that a copy of the resolution, a legal description, and a detailed description of the business operations must be sent to the State Tax Commission along with this application. Once issued, the exemption will pertain to all new personal property placed in the eligible district for the entire length of time approved by the local unit and issued by the State Tax Commission. The exemption may not be limited to specific new personal property or a lesser time than the full length of issuance. If any of the information requested on lines 19 to 31 is missing, this form will be returned to the Clerk.

EXHIBIT A

LEGAL DESCRIPTION

Lot - 11-15-200-025

Part of the NE $\frac{1}{4}$ of Section 15, T2N-RSE, Genoa Township, Livingston County, Michigan being described as follows: Commencing at the East $\frac{1}{4}$ Corner of said Section 15, thence along the East line of said Section 15 and centerline of Dorr Road, N $02^{\circ}13'10''$ W, a distance of 905.97 feet; thence along the centerline of a 66 foot wide private easement for ingress, egress, and public utilities as described below. S $87^{\circ}46'50''$ W, a distance of 458.88 feet; thence continuing along said centerline, along a curve to the right, having a radius of 230.00 feet, arc chord length of 81.86 feet, delta angle of $20^{\circ}73'34''$, a chord bearing of N $82^{\circ}01'23''$ W, and a chord length of 81.43 feet; thence continuing along said centerline, N $71^{\circ}49'38''$ W, a distance of 233.37 feet to the center of a 75 foot radius cul-de-sac and Point of Beginning of the parcel to be described; thence S $51^{\circ}03'57''$ W, a distance of 448.89 feet; thence along the Northerly Right-of-Way line of I-96 Expressway (limited access), along a curve left, having a radius of 6772.50 feet, arc length of 2711.53 feet, delta angle of $02^{\circ}17'50''$, a chord bearing of N $52^{\circ}20'15''$ W, and a chord length of 271.53 feet; thence N $02^{\circ}19'26''$ W, a distance of 427.53 feet; thence N $88^{\circ}03'12''$ E a distance of 550.92 feet; thence S $05^{\circ}20'54''$ E a distance of 331.14 feet to the Point of Beginning and containing 6.235 acres, more or less, Subject to and including the use of a 66 foot wide private easement for ingress, egress and public utilities as described below.

Also subject to any other easements or restrictions of record.

Commonly known as 5775 Brighton Pines Court

CRW PLASTICS USA, INC.

Project Description

CRW Plastics USA, Inc. is a Michigan corporation, engaged in the developing of molds and construction of plastic automotive parts such as air vents, cup holders, and other plastic parts as the opportunities present themselves. CRW also develops molds and constructs non-auto related specialized plastic parts for compressors and credit card scanners.

GENOA CHARTER TOWNSHIP

RESOLUTION

At a regular meeting of the Board of Trustees of the Genoa Charter Township, Michigan, held in Township Hall of said Township on _____, 2009, at 7:00 p.m.

PRESENT: _____

ABSENT: _____

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

**Resolution Approving a New Personal Property Exemption Application for
CRW Plastics USA, Inc.**

WHEREAS, pursuant to P.A. 381 of 1996, after a duly noticed public hearing held on _____, 2009, the Township Board of Genoa Charter Township, an eligible local assessing district as defined in section 9f(7)(g) of P.A. 328 of 1998, as amended ("Act 328"), by Resolution, established an Industrial Development District located at Genoa Charter Township; and

WHEREAS, the applicant, CRW Plastics USA, Inc., an eligible business engaged in manufacturing and located within the eligible assessing district, filed an Application for Exemption of New Personal Property which it owns and/or leases; and

WHEREAS, before acting on said application, the Township Board of Genoa Charter Township held a public hearing on _____, 2009, at the Township Hall at _____ p.m., at which the Applicant, the Township Assessor, and a representative of the affected taxing units who were given written notice and were afforded an opportunity to be heard on said application; and

NOW, THEREFORE, BE IT RESOLVED by the Township Board of Genoa Charter Township:

1. The Township Board finds and determines that the granting of the Exemption of New Personal Property currently in force under P.A. 328 of 1998, as amended, shall not have the effect of substantially impeding the operating, or impairing the financial

soundness of the taxing unit which levies ad valorem property taxes in Genoa Charter Township; and

2. The New Personal Property Exemption when issued, shall be and remain in force and effect for a period of ___ () years, beginning December 31, 2009, and ending December 30, 20__; and

3. The application submitted by CRW Plastics USA, Inc. is for an Exemption of New Personal Property that will be located in the Industrial Development District (eligible district) in Genoa Charter Township.

AYES: _____

NAYS: _____

RESOLUTION DECLARED ADOPTED.

I hereby certify that the foregoing constitutes a true and complete copy of a resolution adopted by the Township Board of Genoa Charter Township, County of Livingston, Michigan, at a regular meeting held on _____, 2009.

Pauletta Skolarus
Township Clerk

I hereby certify that the foregoing constitutes a true and complete copy of a resolution adopted by the Township Board of Genoa Charter Township, County of Livingston, State of Michigan, properly notified and held according to the Open Meetings Act on _____, 2009.

Pauletta Skolarus
Township Clerk


CRW PLASTICS USA, INC.

CERTIFICATE OF AUTHORIZATION

The undersigned is the secretary of CRW Plastics USA, Inc., a Michigan corporation (the "Company"), hereby certifies as follows:

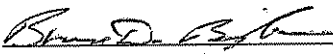
1. Attached as Exhibit A is a Certificate of Good Standing of the Company issued by the State of Michigan on _____, 2009. No event has occurred since said date which could probably cause the Company to lose said good standing status
2. Attached hereto as Exhibit B is a true, complete and correct copy of the Articles of Incorporation (as Restated) of the Company, the original being filed on _____, and as certified by the Department of Consumer and Industry Affairs of the State of Michigan on _____. The Articles of Incorporation of the Company are in full force and effect to and including the date hereof. No amendments or other charter documents relating to the Company have been filed with the State of Michigan since said date.
3. Attached hereto as Exhibit C is a true, complete and correct copy of the Bylaws of the Company as currently in effect. The Articles have not been amended, modified, rescinded or revoked and are in full force and effect to and including the date hereof.
4. Attached hereto as Exhibit D is a true and complete copy of a Consent Resolution of the Board of Directors, of the Company dated as of August __, 2009 (the "Resolution"), adopting, approving and authorizing its President, Derian Campos to file an Application for Exemption of New Personal Property with the Clerk of Genoa Township and Michigan State Tax Commission under Act 328 of Public Acts of 1998.
5. The Resolution has not been amended, modified, rescinded or revoked and is in full force and effect to and including the date hereof. There are no other resolutions that have been adopted by the sole member of the Company with respect to transactions contemplated herein.
6. The person(s) whose name appear below is duly appointed, qualified and authorized signatures of the Sole Board Member of the Company as of the date hereof and their signature set forth below is their genuine signature.

Name of Officer	Office	Signature

Derian Campos	President and Sole Board Member	 President
---------------	---------------------------------	--

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate as of the ____ day of August, 2009.

CRW PLASTICS USA, INC.

By: 
Bruce D. Birgbauer
Its: Secretary

I, Bruce Birgbauer, hereby certify that I am the duly authorized Secretary of CRW Plastics USA, Inc., am the duly appointed and acting on behalf of the Company and the signature of Derian Campos appearing above is genuine.

CRW PLASTICS USA, INC.

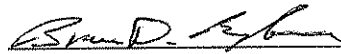
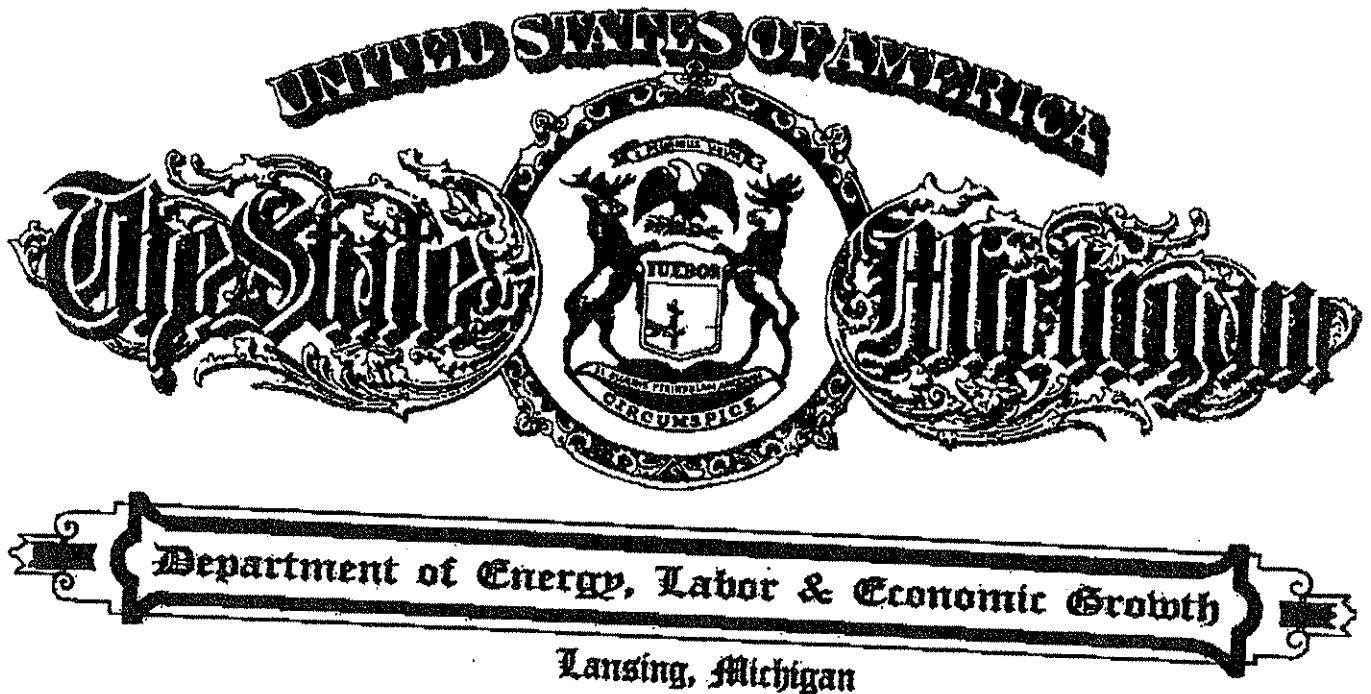
By: 
Bruce D. Birgbauer
Its: Secretary

EXHIBIT A

CERTIFICATE OF GOOD STANDING

See Attached



This is to Certify That

CRW PLASTICS USA, INC.

was validly incorporated on June 18, 2009, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 29th day of July, 2009.

[Signature], Director

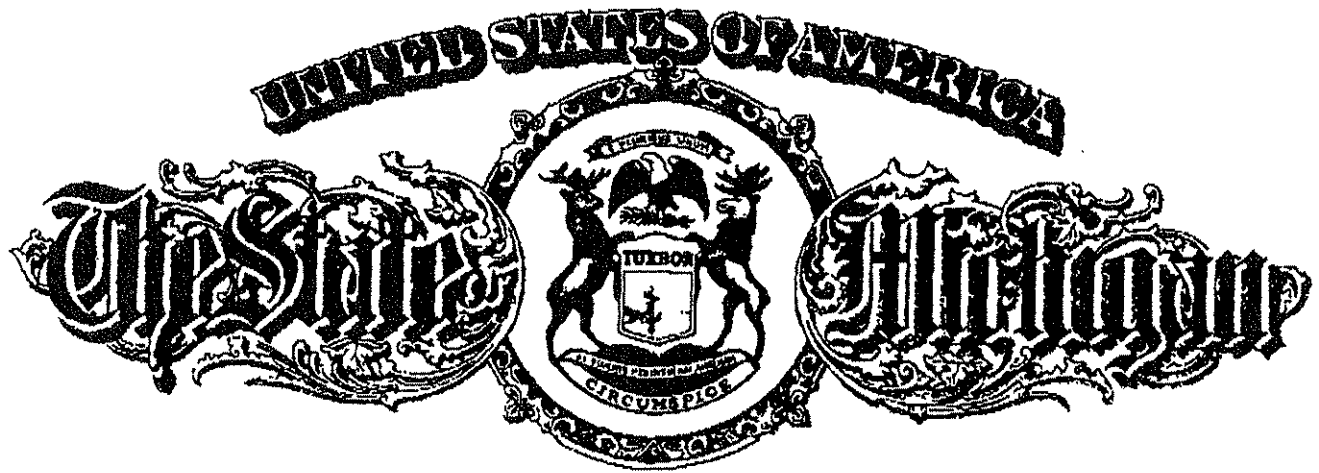
Sent by Facsimile Transmission
992476

Bureau of Commercial Services

EXHIBIT B

ARTICLES OF INCORPORATION (As Restated)

See Attached



Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
992476

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 29th day of July, 2009

Andrew S. Mitchell, Director

Bureau of Commercial Services

Michigan Department Of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

CRW PLASTICS USA, INC.

ID NUMBER: 02741L

received by facsimile transmission on June 18, 2009 is hereby endorsed

Filed on June 18, 2009 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 18TH day of June, 2009.

A handwritten signature in black ink, appearing to read "Andrew S. Heston".

, Director

Bureau of Commercial Services

BC2/CD-500 (Rev. 01/09)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES									
Date Received	(FOR BUREAU USE ONLY)								
	<p>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>								
<table border="1" style="width: 100%;"> <tr> <td colspan="2">Name Tim Williams</td> </tr> <tr> <td colspan="2">Address 10291 E. Grand River, Ste. E</td> </tr> <tr> <td>City Brighton</td> <td>State MI</td> </tr> <tr> <td colspan="2">ZIP Code 48116</td> </tr> </table>		Name Tim Williams		Address 10291 E. Grand River, Ste. E		City Brighton	State MI	ZIP Code 48116	
Name Tim Williams									
Address 10291 E. Grand River, Ste. E									
City Brighton	State MI								
ZIP Code 48116									
<p>Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.</p>									
EFFECTIVE DATE:									

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

CRW Plastics USA, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares N.A.

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The name of the resident agent at the registered office is: Timothy L. Williams & Associates, P.C.

2. The address of the registered office is:

10291 E. Grand River, Ste. E Brighton, Michigan 48116
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is(are) as follows:

Name	Residence or Business Address
Timothy L. Williams	10291 E. Grand River, Ste. E, Brighton, MI 48116

ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 90 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article VIII attached.

I, (We), the incorporator(s) sign my (our) name(s) this 18th day of June 2009

J. Williams

ATTACHMENT TO ARTICLES OF INCORPORATION

CRW PLASTICS USA, INC.

Additional Articles

Article VIII

The Corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Business Corporation Act any person, and her or her heirs and legal representatives, who is made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving as a director, officer, agent or employee of any other enterprise at the request of the Corporation and may provide other indemnification to directors, officers, employees, and agents by insurance contract or otherwise as is permitted by the law and authorized by the Board of Directors.

The incorporator signs his name this 18th day of June, 2009.



Timothy L. Williams

Michigan Department Of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT

for

CRW PLASTICS USA, INC.

ID NUMBER: 02741L

received by facsimile transmission on July 21, 2009 is hereby endorsed

Filed on July 21, 2009 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21ST day of July, 2009.

, Director

Bureau of Commercial Services

**RESTATED
ARTICLES OF INCORPORATION OF
CRW PLASTICS USA, INC.**

(a Michigan corporation)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

- A. The present name of the corporation is: CRW Plastics USA, Inc.
- B. The corporation identification number (CID) assigned by the Bureau is: 02741L.
- C. All former names of the corporation: Not applicable.
- D. The date of filing of the original Articles of Incorporation was: June 18, 2009.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Restated Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is CRW Plastics USA, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan (the "Act").

ARTICLE III

The total authorized shares is 60,000 shares of Common Stock.

ARTICLE IV

The corporation has only one class of stock.

ARTICLE V

The name of the resident agent at the registered office is Bruce D. Birgbauer.

The street address and mailing address of the registered office is:

150 West Jefferson Ave., Suite 2500
Detroit, Michigan 48226

ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken or any failure to take action as a director, except liability for any of the following:

- (a) the amount of a financial benefit received by a director to which he or she is not entitled;
- (b) an intentional infliction of harm on the Corporation or its shareholders;
- (c) a violation of Section 551 of the Act; or
- (d) an intentional criminal act.

Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE VIII

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing. An electronic transmission consenting to an action must comply with Section 407(3).

ARTICLE IX

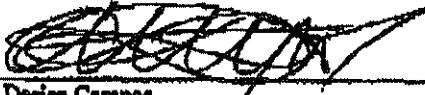
When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the

proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

These Restated Articles of Incorporation were duly adopted on the 20 day of July 2009, in accordance with the provisions of Section 642 of the Act, and were duly adopted by the written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.

Signed this 20 day of July 2009.

By:



Darian Campos
Its: President

EXHIBIT C

BYLAWS

See Attached

BYLAWS
OF
CRW PLASTICS USA, INC.

ARTICLE I.

OFFICES

SECTION 1. REGISTERED OFFICE. The registered office shall be in the City of Detroit, County of Wayne, State of Michigan until changed in accordance with the provisions of the Michigan Business Corporation Act, as amended (herein called the "Act").

SECTION 2. OTHER OFFICES. The corporation may also have offices at such other places both in and outside the State of Michigan as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II.
SHAREHOLDERS

SECTION 1. PLACE OF MEETING. All meetings of the shareholders of the corporation shall be held at the registered office or such other place, either within or without the State of Michigan, as may be determined from time to time by the board of directors.

SECTION 2. ANNUAL MEETING OF SHAREHOLDERS. The annual meeting of shareholders for election of directors and for such other business as may properly come before the meeting, commencing with the year 2010, shall be held on the second Thursday of May, if not a legal holiday, and if a legal holiday, then on the next business day following, at 11:00 a.m., local time, or at such other date and time as shall be determined from time to time by the board of directors, unless such action is taken by written consent as provided in Section 12 of this Article. If the annual meeting is not held on the date designated therefor, the board shall cause the meeting to be held as soon thereafter as convenient.

SECTION 3. ORDER OF BUSINESS AT ANNUAL MEETING. The order of business at the annual meeting of the shareholders shall be as follows:

- (a) Reading of notice and proof of mailing,
- (b) Reports of Officers,
- (c) Election of Directors,
- (d) Transaction of other business mentioned in the notice,
- (e) Adjournment,

provided that the presiding officer may vary the order of business at his or her discretion.

SECTION 4. NOTICE OF MEETING OF SHAREHOLDERS. Except as otherwise provided in the Act, written notice of the time, place and purposes of a meeting of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, personally, by mail or by electronic transmission to each shareholder of record entitled to vote at the meeting. If a shareholder or proxy holder may be present and vote at the meeting by remote communication, the means of remote communication allowed shall be included in the notice. If a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only business is transacted as might have been transacted at the original meeting. A shareholder or proxy holder may be present and vote at the adjourned meeting by a means of remote communication if he or she was permitted to be present and vote by that means of remote communication in the original meeting notice. If after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to vote at the meeting.

SECTION 5. LIST OF SHAREHOLDERS ENTITLED TO VOTE. The officer or agent having charge of the stock transfer books for shares of the corporation shall make and certify a complete list of the shareholders entitled to vote at a shareholders' meeting or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically within each class and series, with the address of, and the number of shares held by, each shareholder.
- (b) Be produced at the time and place of the meeting.
- (c) Be subject to inspection by any shareholder during the whole time of the meeting. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any shareholder during the entire meeting by posting the list on a reasonably accessible electronic network and the information required to access the list shall be provided with the notice of the meeting.
- (d) Be prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting.

SECTION 6. SPECIAL MEETING OF SHAREHOLDERS. A special meeting of shareholders may be called at any time by the chief executive officer of the corporation (see Article V, Section 4) or by a majority of the members of the board of directors then in office, or by shareholders owning, in the aggregate, not less than ten percent (10%) of all the shares entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the chief executive officer, or by a majority of the members of the board of directors then in office, or by shareholders as above provided, the secretary of the corporation shall prepare, sign and mail the notices requisite to such meeting.

SECTION 7. QUORUM OF SHAREHOLDERS. Unless a greater or lesser quorum is provided in the articles of incorporation, in a bylaw adopted by the shareholders or incorporators, or in the Act, shares entitled to cast a majority of the votes at a meeting constitute a quorum at the meeting. The shareholders present in person or by proxy at the meeting may continue to do

business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the shares present.

SECTION 8. VOTE OF SHAREHOLDERS. Each outstanding share is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the articles of incorporation. A vote may be cast either orally or in writing. If an action, other than the election of directors, is to be taken by vote of the shareholders, it shall be authorized by a majority of the votes cast by the holders of shares entitled to vote on the action, unless a greater vote is required by the articles of incorporation or the Act. Except as otherwise provided in the articles of incorporation, directors shall be elected by a plurality of the votes cast at an election.

SECTION 9. RECORD DATE FOR DETERMINATION OF SHAREHOLDERS. For the purpose of determining shareholders entitled to notice of and to vote at a meeting of shareholders or an adjournment of a meeting, the board of directors may fix a record date, which shall not precede the date on which the resolution fixing the record date is adopted by the board. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting. If a record date is not fixed, the record date for determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held. When a determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the board of directors fixes a new record date under this Section for the adjourned meeting. For the purpose of determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, the board of directors may fix a record date, which shall not precede the date on which the resolution fixing the record date is adopted by the board and shall not be more than ten (10) days after the board resolution. If a record date is not fixed and prior action by the board of directors is required with respect to the corporate action to be taken without a meeting, the record date shall be the close of business on the day on which the resolution of the board is adopted. If a record date is not fixed and prior action by the board of directors is not required, the record date shall be the first date on which a signed written consent is delivered to the corporation as provided in Section 12 of this Article. For the purpose of determining shareholders entitled to receive payment of a share dividend or distribution, or allotment of a right, or for the purpose of any other action, the board of directors may fix a record date, which shall not precede the date on which the resolution fixing the record date is adopted by the board. The date shall not be more than sixty (60) days before the payment of the share dividend or distribution or allotment of a right or other action. If a record date is not fixed, the record date shall be the close of business on the day on which the resolution of the board of directors relating to the corporate action is adopted.

SECTION 10. PROXIES. A shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize one or more other persons to act for him or her by proxy. A proxy shall be signed by the shareholder or his or her authorized agent or representative. A proxy is not valid after the expiration of three (3) years from its date unless otherwise provided in the proxy.

SECTION 11. INSPECTORS OF ELECTION. The board of directors, in advance of a shareholders' meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and on request of a shareholder entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the board of directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting or a shareholder entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report is prima facie evidence of the facts stated and of the vote as certified by the inspectors.

SECTION 12. ACTION BY WRITTEN CONSENT. The articles of incorporation may provide that any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within sixty (60) days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than ten (10) days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand, by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing. Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote if, before or after the action, all the shareholders entitled to vote consent in writing.

An electronic transmission consenting to an action transmitted by a shareholder or proxy holder, or by a person authorized to act for the shareholder or proxy holder, is written, signed, and dated for the purposes of this Section if the electronic transmission is delivered with information from which the corporation can determine that the electronic transmission was transmitted by the shareholder or proxy holder, or by the person authorized to act for the shareholder or proxy holder, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this Section. A consent given by electronic transmission is not delivered

until reproduced in paper form and the paper form delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. Delivery to a corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Delivery to a corporation's principal place of business or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded shall be made by hand, by certified or registered mail, return receipt requested, or in any other manner provided in the articles of incorporation or bylaws or by resolution of the board of directors of the corporation.

SECTION 13. PARTICIPATION IN MEETING BY TELEPHONE. Unless otherwise restricted by the articles of incorporation, by oral or written permission of a majority of the shareholders, a shareholder may participate in a meeting of shareholders by a conference telephone or by other means of remote communication through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Unless otherwise restricted by the articles of incorporation or these bylaws, the board of directors may hold a meeting of shareholders conducted solely by means of remote communication. Subject to any guidelines and procedures adopted by the board of directors, shareholders and proxy holders not physically present at a meeting of shareholders may participate in the meeting by means of remote communication and are considered present in person and may vote at the meeting if all of the following are met:

(a) The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a shareholder or proxy holder.

(b) The corporation implements reasonable measures to provide each shareholder and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

(c) If any shareholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation.

ARTICLE III. DIRECTORS

SECTION 1. NUMBER AND TERM OF DIRECTORS. The number of directors which shall constitute the whole board shall be not less than one (1) nor more than five (5). The first board shall consist of one (1) director. Thereafter, the number of directors which shall constitute the board of directors for each ensuing year shall be determined at the annual meeting by vote of the shareholders prior to such election; provided, however, that if a motion is not made and carried to increase or decrease the number of directors, the board shall consist of the

same number of directors as were elected for the preceding year. The shareholders may also increase or decrease the number of directors at any meeting of the shareholders or by a written consent in lieu thereof. Either the shareholders or the board of directors may fill the vacancy caused by an increase in the number of directors. The first board of directors shall hold office until the first annual meeting of shareholders. At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the succeeding annual meeting, except in the case of classification of directors as permitted by the Act. A director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. Directors need not be shareholders and may serve continuous terms.

SECTION 2. VACANCIES. Unless otherwise limited by the articles of incorporation, if a vacancy, including a vacancy resulting from an increase in the number of directors, occurs in the board of directors, the vacancy may be filled as follows:

- (a) The shareholders may fill the vacancy.
- (b) The board may fill the vacancy.
- (c) If the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Unless otherwise provided in the articles of incorporation, if the holders of any class or classes of stock or series are entitled to elect one (1) or more directors to the exclusion of other shareholders, vacancies of that class or classes or series may be filled only by one (1) of the following:

- (a) By a majority of the directors elected by the holders of that class or classes or series then in office, whether or not those directors constitute a quorum of the board of directors.
- (b) By the holders of shares of that class or classes of shares, or series.

Unless otherwise limited by the articles of incorporation or these bylaws, in the case of a corporation the board of directors of which are divided into classes, any director chosen to fill a vacancy shall hold office until the next election of the class for which the director shall have been chosen, and until his or her successor is elected and qualified. If because of death, resignation, or other cause, a corporation has no directors in office, an officer, a shareholder, a personal representative, administrator, trustee, or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders in accordance with the articles of incorporation or these bylaws. A vacancy that will occur at a specific date, by reason of a resignation effective at a later date under Section 4 of this Article or otherwise, may be filled before the vacancy occurs but the newly elected or appointed director may not take office until the vacancy occurs.

SECTION 3. REMOVAL. The shareholders may remove one (1) or more directors with or without cause unless the articles of incorporation provide that directors may be removed only for cause. The vote for removal shall be by a majority of shares entitled to vote at an election of directors, unless the articles of incorporation require a higher vote for removal without cause.

SECTION 4. RESIGNATION. A director may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or a later time as set forth in the notice of resignation.

SECTION 5. POWERS. The business and affairs of the corporation shall be managed by its board of directors except as otherwise provided in the Act or in the articles of incorporation.

SECTION 6. LOCATION OF MEETINGS. Regular or special meetings of the board of directors may be held either in or outside the State of Michigan.

SECTION 7. ORGANIZATION MEETING OF BOARD. The first meeting of each newly elected board of directors shall be held at the place of holding the annual meeting of shareholders, and immediately following the same, for the purpose of electing officers and transacting any other business properly brought before it, provided that the organization meeting in any year may be held at a different time and place than that herein provided by a consent of a majority of the directors of such new board. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, unless said meeting is not held at the place of holding and immediately following the annual meeting of shareholders.

SECTION 8. REGULAR MEETING OF BOARD. Any regular meeting of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

SECTION 9. SPECIAL MEETING OF BOARD. Any special meeting of the board of directors may be called by the chief executive officer, or by a majority of the persons then comprising the board of directors, at any time by means of notice of the time and place thereof to each director, given not less than twenty-four (24) hours before the time such special meeting is to be held.

SECTION 10. COMMITTEES OF DIRECTORS. The board of directors may designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors creating such committee, may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation. A committee does not have the power or authority to amend the articles of incorporation, adopt an agreement of merger or share exchange, recommend to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommend to the shareholders a dissolution of the corporation or a revocation of a dissolution, amend the bylaws of the corporation or fill vacancies in the board of directors; and, unless the resolution of the board of directors creating such committee, the articles of

incorporation or bylaws expressly so provide, a committee does not have the power or authority to declare a distribution, dividend or to authorize the issuance of stock. Any such committee, and each member thereof, shall serve at the pleasure of the board of directors.

SECTION 11. QUORUM AND REQUIRED VOTE OF BOARD AND COMMITTEES. At all meetings of the board of directors, or of a committee thereof, a majority of the members of the board then in office, or of the members of a committee of the board of directors, constitutes a quorum for transaction of business, unless the articles of incorporation, these bylaws, or in the case of a committee, the board resolution establishing the committee, provide for a larger or smaller number. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board of directors or of the committee unless the vote of a larger number is required by the Act, the articles of incorporation, or these bylaws, or in the case of a committee, the board resolution establishing the committee. Amendment of these bylaws by the board of directors requires the vote of not less than a majority of the members of the board then in office. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 12. ACTION BY WRITTEN CONSENT. Action required or permitted to be taken under authorization voted at a meeting of the board of directors or a committee of the board of directors, may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board of directors or committee. The consent has the same effect as a vote of the board of directors or committee for all purposes.

SECTION 13. COMPENSATION OF DIRECTORS. The board of directors, by affirmative vote of a majority of directors in office and irrespective of any personal interest of any of them, may establish reasonable compensation of directors for services to the corporation as directors or officers, but approval of the shareholders is required if the articles of incorporation, these bylaws or any provisions of the Act so provide.

SECTION 14. PARTICIPATION IN MEETING BY TELEPHONE. By oral or written permission of a majority of the board of directors, a member of the board of directors or of a committee designated by the board may participate in a meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE IV. NOTICES

SECTION 1. NOTICE. Whenever any notice or communication is required to be given by mail to any director or shareholder under any provision of the Act, or of the articles of incorporation or of these bylaws, it shall be mailed, except as otherwise provided in the Act, to such director or shareholder at the address designated by him or her for that purpose or, if none is

designated, at his or her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be registered, certified or other first class mail except where otherwise provided in the Act. When a notice is required or permitted by the Act to be given in writing, electronic transmission is written notice. When a notice or communication is permitted by the Act to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the board of directors need be specified in the notice of the meeting. In addition to any other form of notice to a shareholder permitted by the articles of incorporation, the bylaws, or the Act, any notice given to a shareholder by a form of electronic transmission to which the shareholder has consented is effective.

SECTION 2. WAIVER OF NOTICE. When, under the Act or the articles of incorporation or these bylaws, or by the terms of an agreement or instrument, a corporation or the board of directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in case of a shareholder, by his or her attorney-in-fact, submits a signed waiver or a waiver by electronic transmission of such requirements. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the board of directors need be specified in the waiver of notice of the meeting. Attendance of a person at a meeting of shareholders constitutes a waiver of objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

ARTICLE V. OFFICERS

SECTION 1. SELECTION. The board of directors, at its first meeting and at its organization meeting following the annual meeting of shareholders, shall elect or appoint a president, a secretary and a treasurer. The board of directors may also elect or appoint a chairman of the board, one (1) or more vice presidents and such other officers, employees and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board. Two (2) or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the articles or bylaws to be executed, acknowledged or verified by two (2) or more officers.

SECTION 2. COMPENSATION. The salaries of all officers, employees and agents of the corporation shall be fixed by the board of directors; provided, however, that the board may delegate to the officers the fixing of compensation of assistant officers, employees and agents.

SECTION 3. TERM, REMOVAL AND VACANCIES. Each officer of the corporation shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer elected or appointed by the board of directors may be removed by the board with or without cause at any time. An officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

SECTION 4. CHIEF EXECUTIVE OFFICER. If the board of directors desires to elect or appoint a chief executive officer, the board shall designate the chairman of the board or president as such officer at the first meeting of each newly elected board of directors; provided, however, that if a motion is not made and carried to change the designation, the designation shall be the same as the designation for the preceding year; provided, further, that the designation of the chief executive officer may be changed at any special meeting of the board of directors. The president shall be the chief executive officer whenever the office of chairman of the board is vacant. The chief executive officer shall be responsible to the board of directors for the general supervision and management of the business and affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect. The chairman of the board or president who is not the chief executive officer shall be subject to the authority of the chief executive officer, but shall exercise all of the powers and discharge all of the duties of the chief executive officer during the absence or disability of the chief executive officer.

SECTION 5. CHAIRMAN OF THE BOARD OF DIRECTORS. If the board of directors elects or appoints a chairman of the board, he or she shall be elected or appointed by, and from among the membership of, the board of directors. He or she shall preside at all meetings of the shareholders, of the board of directors and of any executive committee. He or she shall perform such other duties and functions as shall be assigned to him or her from time to time by the board of directors. He or she shall be, ex officio, a member of all standing committees. Except where by law the signature of the president of the corporation is required, the chairman of the board of directors shall possess the same power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the corporation which may be authorized by the board of directors. During the absence or disability of the president, or while that office is vacant, the chairman of the board of directors shall exercise all of the powers and discharge all of the duties of the president.

SECTION 6. PRESIDENT. During the absence or disability of the chairman of the board, or while that office is vacant, the president shall preside over all meetings of the board of directors, of the shareholders and of any executive committee, and shall perform all of the duties and functions, and when so acting shall have all powers and authority, of the chairman of the board. He or she shall be, ex officio, a member of all standing committees. The president shall,

in general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

SECTION 7. VICE PRESIDENTS. The board of directors may elect or appoint one or more vice presidents. The board of directors may designate one or more vice presidents as executive or senior vice presidents. Unless the board of directors shall otherwise provide by resolution duly adopted by it, such of the vice presidents as shall have been designated executive or senior vice presidents and are members of the board of directors in the order specified by the board of directors (or if no vice president who is a member of the board of directors shall have been designated as executive or senior vice president, then such vice presidents as are members of the board of directors in the order specified by the board of directors) shall perform the duties and exercise the powers of the president during the absence or disability of the president if the office of the chairman of the board is vacant. The vice presidents shall perform such other duties as may be delegated to them by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 8. SECRETARY. The secretary shall attend all meetings of the shareholders, and of the board of directors and of any executive committee, and shall preserve in the books of the corporation true minutes of the proceedings of all such meetings. He or she shall safely keep in his or her custody the seal of the corporation, if any, and shall have authority to affix the same to all instruments where its use is required or permitted. He or she shall give all notice required by the Act, these bylaws or resolution. He or she shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 9. TREASURER. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors whenever requested an account of all his or her transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, he or she shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the board of directors, conditioned for faithful performance of the duties of his or her office, and for restoration to the corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the corporation. He or she shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 10. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The assistant secretary or assistant secretaries, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The assistant treasurer or assistant treasurers, in the absence or disability of the treasurer, shall perform the duties and exercise the powers of the treasurer. Any assistant treasurer, if required by the board of directors, shall keep in force a bond as provided in Section 9 of this Article. The assistant secretaries and assistant

treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or by the treasurer, respectively, or by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 11. DELEGATION OF AUTHORITY AND DUTIES BY BOARD OF DIRECTORS. All officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these bylaws, have such authority and perform such duties in the management of the corporation as may be determined by resolution of the board of directors not inconsistent with these bylaws.

ARTICLE VI. INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BY THIRD PARTIES. The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exist or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, indemnify a director or officer (an "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and with respect to a criminal action or proceeding, if the Indemnitee had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exist or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, indemnify an Indemnitee who was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation,

partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders. Indemnification shall not be made under this Section for a claim, issue, or matter in which the Indemnitee has been found liable to the corporation except to the extent authorized in Section 6 of this Article.

SECTION 3. ACTIONS BROUGHT BY THE INDEMNITEE. Notwithstanding the provisions of Sections 1 and 2 of this Article, the corporation shall not be required to indemnify an Indemnitee in connection with an action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee except as otherwise provided herein with respect to the enforcement of this Article, unless such action, suit, proceeding or claim (or part thereof) was authorized by the board of directors of the corporation.

SECTION 4. APPROVAL OF INDEMNIFICATION. Except as otherwise provided in Section 8 of this Article, indemnification under Sections 1 and 2 of this Article, unless ordered by the court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because such Indemnitee has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article, as the case may be, and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination and evaluation shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board of directors consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If a quorum cannot be obtained in subsection (a), by majority vote of a committee duly designated by the board of directors and consisting solely of two (2) or more directors not at the time parties or threatened to be made parties to the action, suit or proceeding.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one (1) of the following ways:
 - (i) By the board of directors or its committee in the manner prescribed in subsection (a) or (b)
 - (ii) If a quorum of the board of directors cannot be obtained under subsection (a) and a committee cannot be designated under subsection (b), by the board of directors.
- (d) By all independent directors (if any directors have been designated as such by the board of directors or shareholders of the corporation) who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (e) By the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding may not be voted.

In the designation of a committee under subsection (b) or in the selection of independent legal counsel under subsection (c)(ii), all directors may participate.

SECTION 5. ADVANCEMENT OF EXPENSES. The corporation shall pay or reimburse the reasonable expenses incurred by an Indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply:

- (a) The Indemnitee furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances.
- (b) The Indemnitee furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances.
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification, if any, required by the Act for the indemnification of a person under the circumstances.

The undertaking required by subsection (b) must be an unlimited general obligation of the Indemnitee but need not be secured and may be accepted without reference to the financial ability of the person to make repayment. Determinations and evaluations of reasonableness of payments under this Section shall be made in the manner specified in Section 4 of this Article.

SECTION 6. COURT APPROVAL. An Indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the Indemnitee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the applicable standard of conduct set forth in Sections 1 and 2 of this Article or was adjudged liable as described in Section 2 of this Article, but if he or she was adjudged liable, his or her indemnification is limited to reasonable expenses incurred.

SECTION 7. PARTIAL INDEMNIFICATION. If an Indemnitee is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

SECTION 8. ARTICLE PROVISION ELIMINATING OR LIMITING DIRECTOR LIABILITY. To the extent that the articles of incorporation of the corporation include a provision eliminating or limiting the liability of a director pursuant to Section 209(1)(c) of the Act, the corporation shall indemnify a director for the expenses and liabilities described in this Article without a determination that the director has met the standard of conduct set forth in Sections 1 and 2 of this Article, but no indemnification may be made except to the extent authorized in Section 564c of the Act if the director received a financial benefit to which he or she was not entitled, intentionally inflicted harm on the corporation or its shareholders, violated

Section 551 of the Act, or intentionally committed a criminal act. In connection with an action or suit by or in the right of the corporation as described in Section 2 of this Article, indemnification under this Article shall be for expenses, including attorneys' fees, actually and reasonably incurred. In connection with an action, suit, or proceeding other than an action, suit, or proceeding by or in the right of the corporation, as described in Section 1 of this Article, indemnification under this Article shall be for expenses, including attorneys' fees, actually and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.

SECTION 9. INDEMNIFICATION OF EMPLOYEES AND AGENTS. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exists or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the board of directors.

SECTION 10. OTHER RIGHTS OF INDEMNIFICATION. The indemnification or advancement of expenses provided under Sections 1 through 9 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. The total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 through 9 of this Article continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, personal representatives, and administrators of the person.

SECTION 11. DEFINITIONS. "Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the corporation which imposes duties on, or involves services by, the director, officer, employee or agent with respect to an employee benefit plan, its participants or its beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the corporation or its shareholders" as referred to in Sections 1 and 2 of this Article.

SECTION 12. LIABILITY INSURANCE. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the

corporation would have power to indemnify him or her against liability under the pertinent provisions of the Act.

SECTION 13. ENFORCEMENT. If a claim under this Article is not paid in full by the corporation within thirty (30) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, a committee thereof, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such claimant has met the applicable standard of conduct set forth in the Act nor an actual determination by the corporation (including its board of directors, a committee thereof, independent legal counsel or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 14. CONTRACT WITH THE CORPORATION. The right to indemnification conferred in this Article shall be deemed to be a contract right between the corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 15. APPLICATION TO A RESULTING OR SURVIVING CORPORATION OR CONSTITUENT CORPORATION. The definition for "corporation" found in Section 569 of the Act, as the same exists or may hereafter be amended is, and shall be, specifically excluded from application to this Article. The indemnification and other obligations set forth in this Article of the corporation shall be binding upon any resulting or surviving corporation after any merger or consolidation with the corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director or officer of another corporation prior to such other corporation entering into a merger or consolidation with the corporation.

SECTION 16. SEVERABILITY. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE VII.
STOCK AND TRANSFERS

SECTION 1. SHARE CERTIFICATES: REQUIRED SIGNATURES. The shares of the corporation shall be represented by certificates which shall be signed by the chairman of the board of directors, vice chairman of the board of directors, president or a vice president and which also may be signed by another officer of the corporation. The certificate may be sealed with the seal of the corporation or a facsimile of the seal. The signatures of the officers may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or its employee. If an officer who has signed or whose facsimile signature has been placed upon a certificate ceases to be an officer before the certificate is issued, it may be issued by the corporation with the same effect as if he or she were the officer at the date of issue.

SECTION 2. SHARE CERTIFICATES: REQUIRED PROVISIONS. A certificate representing shares of the corporation shall state upon its face all of the following:

- (a) That the corporation is formed under the laws of this state.
- (b) The name of the person to whom issued.
- (c) The number and class of shares, and the designation of the series, if any, which the certificate represents.

A certificate representing shares issued by a corporation which is authorized to issue shares of more than one (1) class shall set forth on its face or back or state on its face or back that the corporation will furnish to a shareholder upon request and without charge a full statement of the designation, relative rights, preferences and limitations of the shares of each class authorized to be issued, and if the corporation is authorized to issue any class of shares in series, the designation, relative rights, preferences and limitations of each series so far as the same have been prescribed and the authority of the board to designate and prescribe the relative rights, preferences and limitations of other series.

SECTION 3. REPLACEMENT OF LOST OR DESTROYED SHARE CERTIFICATES. The corporation may issue a new certificate for shares or fractional shares in place of a certificate theretofore issued by it, alleged to have been lost or destroyed, and the board of directors may require the owner of the lost or destroyed certificate, or his or her legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged lost or destroyed certificate or the issuance of such new certificate.

SECTION 4. REGISTERED SHAREHOLDERS. The corporation shall have the right to treat the registered holder of any share as the absolute owner thereof, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the corporation shall have express or other notice thereof, save as may be otherwise provided by the statutes of Michigan.

SECTION 5. TRANSFER AGENT AND REGISTRAR. The board of directors may appoint a transfer agent and a registrar in the registration of transfers of its securities.

SECTION 6. REGULATIONS. The board of directors shall have power and authority to make all such rules and regulations as the board shall deem expedient regulating the issue, transfer and registration of certificates for shares in this corporation.

ARTICLE VIII.
GENERAL PROVISIONS

SECTION 1. DISTRIBUTIONS IN CASH OR PROPERTY. The board of directors may authorize and the corporation may make distributions to its shareholders subject to restriction by the articles of incorporation and/or unless otherwise limited by the articles of incorporation, these bylaws or the Act.

SECTION 2. RESERVES. The board of directors shall have power and authority to set apart such reserve or reserves, for any proper purpose, as the board in its discretion shall approve, and the board shall have the power and authority to abolish any reserve created by the board.

SECTION 3. VOTING SECURITIES. Unless otherwise directed by the board of directors, the chairman of the board or president, or in the case of their absence or inability to act, the vice presidents, in order of their seniority, shall have full power and authority on behalf of the corporation to attend and to act and to vote, or to execute in the name or on behalf of the corporation a consent in writing in lieu of a meeting of shareholders or a proxy authorizing an agent or attorney-in-fact for the corporation to attend and vote at any meetings of security holders of corporations in which the corporation may hold securities, and at such meetings he or she or his or her duly authorized agent or attorney-in-fact shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the corporation might have possessed and exercised if present. The board of directors by resolution from time to time may confer like power upon any other person or persons.

SECTION 4. CHECKS. All checks, drafts and orders for the payment of money shall be signed in the name of the corporation in such manner and by such officer or officers or such other person or persons as the board of directors shall from time to time designate for that purpose.

SECTION 5. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the chairman of the board, president or any vice president, and the secretary or assistant secretary, may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

SECTION 6. CORPORATE BOOKS AND RECORDS. The corporation shall keep books and records of account and minutes of the proceedings of its shareholders, board of directors and executive committees, if any. The books, records and minutes may be kept outside this state. The corporation shall keep at its registered office, or at the office of its transfer agent in or outside the State of Michigan, records containing the names and addresses of all

shareholders, the number, class and series of shares held by each and the dates when they respectively became holders of record. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The corporation shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

SECTION 7. FISCAL YEAR. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

SECTION 8. SEAL. If the corporation has a corporate seal, it shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "Michigan." The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

ARTICLE IX. AMENDMENTS

SECTION 1. The shareholders or the board of directors may amend or repeal the bylaws or adopt new bylaws unless the articles of incorporation provide that the power to adopt new bylaws is reserved exclusively to the shareholders or that these bylaws or any particular bylaw shall not be altered or repealed by the board of directors. Such action may be taken by written consent or at any meeting of shareholders or the board of directors; provided that if notice of any such meeting is required by these bylaws, it shall contain notice of the proposed amendment, repeal or new bylaws. Amendment of these bylaws by the board of directors requires the vote of not less than a majority of the members of the board then in office.

EXHIBIT D

CONSENT OF BOARD OF DIRECTORS OF THE COMPANY

See Attached

**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
CRW PLASTICS USA, INC.**

WHEREAS, Section 525 of the Michigan Business Corporation Act provides in part that unless prohibited by the articles of incorporation or bylaws, action required or permitted to be taken under authorization voted at a meeting of the board of directors or a committee of the board, may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing; and

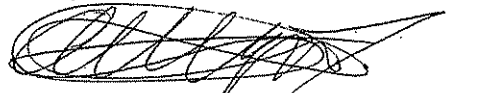
WHEREAS, the undersigned, being the sole Director of CRW Plastics USA, Inc., a Michigan corporation (herein called the "Corporation"), desires that the action expressed in the resolutions set forth below be taken in lieu of a Special Meeting of Board of Directors.

NOW, THEREFORE, the undersigned consents to the action expressed in the following resolutions as of the date appearing after these resolutions:

RESOLVED, that the Board of Directors hereby adopts, approves and authorizes its President, Derian Campos, to execute and file an Application for Exemption of New Personal Property with the Clerk of Genoa Township and the Michigan State Tax Commission, under Act 328 of the Public Acts of 1998; and

RESOLVED FURTHER, that the officers of the Corporation, and each of them, shall be, and they hereby are, and each of them hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed and delivered all such further notarial certificates, agreements, documents, certificates and undertakings in the name and on behalf of the Corporation, as such officer shall determine to be necessary, appropriate or desirable to carry into effect the transactions contemplated by and the intent and purpose of any and all of the foregoing resolutions; and all actions previously taken by any officer of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation as fully as if such actions had been presented to this Board of Directors for its approval prior to such actions being taken.

This consent is executed (by original or facsimile) as of the 18th day of August 2009.



Derian Campos

TO: Township Board

FROM: Mike Archinal

DATE: September 17, 2009

The newsletter articles will be distributed at the board table for review at the time of the meeting.

Amy

From: Polly

Sent: Monday, September 14, 2009 12:34 PM

To: Amy

Amy, For the next agenda: Consideration of articles for the next township newsletter.

9/14/2009

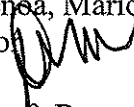
To Board 9/21/09

"Communities coming together to enrich lives by promoting active and healthy lifestyles"



925 W. Grand River Ave.
Howell, Michigan 48843
517.546.0693
517.546.6018 Fax
www.howellrecreation.org

Memorandum

To: Clerks for City of Howell, Genoa, Marion and Oceola Township
From: Deborah E. Mikula, Director 
Date: September 9, 2009
RE: Resolution in support of Parks & Recreation Master Plan

Attached is a resolution that has been adopted by the Howell Area Parks & Recreation Authority board of trustees that is required by the MDNR if any of the participating municipalities who are members of the Howell Area Parks & Recreation Authority want to use (for their own benefit) the 5 year Parks & Recreation Master Plan.

If you have any questions, please don't hesitate to contact me at 517/546-0693 ext. 7702



**Resolution in Support of the Adoption of the
Howell Area Parks and Recreation Master Plan by its Participating Communities:
the City of Howell, Marion Township, Oceola Township, and Genoa Township**

WHEREAS, the Howell Area Parks and Recreation Authority Board has updated its five-year parks and recreation plan which describes the area's physical and social characteristics, existing parks and recreation facilities, and the desired actions to be taken to improve the parks and recreation facilities and programs during the period between 2008 and 2013; and

WHEREAS, the *Howell Area Parks and Recreation Master Plan's* goals and objectives were developed in response to needs and deficiencies identified by a survey of residents conducted in 2008, as well as input received at public meetings from the participating communities City and Township officials, Authority Board members, staff, and the public; and

WHEREAS, the *Howell Area Parks and Recreation Master Plan* has been made available for public review in the manner required by law and all comments from the public have been considered by the Howell Area Parks and Recreation Authority Board; and

WHEREAS, the plan was developed for the benefit of the entire Howell Area Authority territory and its participating communities and a public hearing was held to provide an opportunity for citizens to express opinions, ask questions, and discuss all aspects of the Master Plan; and

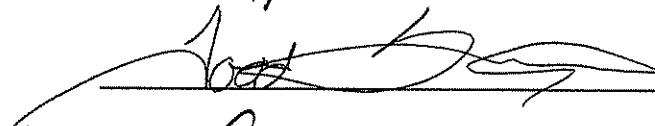
WHEREAS, the Howell Area Parks and Recreation Authority Board voted to adopt said *Howell Area Parks and Recreation Master Plan* on September 16, 2008; and

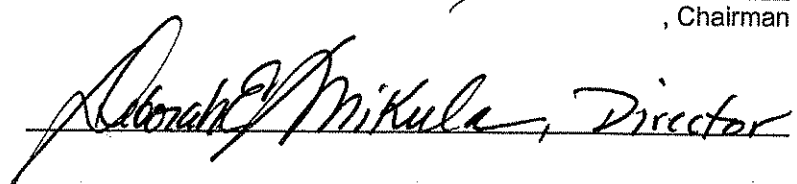
NOW, THEREFORE, BE IT RESOLVED that the Howell Area Parks and Recreation Master Plan Authority Board hereby support the adoption of the *Howell Area Parks and Recreation Master Plan* by each of its participating communities.

motion by: *Paula Wyckoff*
supported by: *Sean Dunleavy*

votes in favor: *5*
votes opposed: *0*
abstained: *0*
absent: *0*

I hereby certify that the above is a true and complete copy of a resolution duly adopted by the Parks and Recreation Authority at a public meeting held on the *9/8*, 2009.


_____, Chairman


_____, Director