



Resolution No. 2022R-196

City of Minneapolis

File No. 2022-00637

Author: Goodman

Committee: BIHZ

Public Hearing: Jul 12, 2022

Passage: Jul 21, 2022

Publication: JUL 23 2022

RECORD OF COUNCIL VOTE				
COUNCIL MEMBER	AYE	NAY	ABSTAIN	ABSENT
Payne	X			
Wonsley	X			
Rainville	X			
Vetaw	X			
Ellison	X			
Osman	X			
Goodman	X			
Jenkins	X			
Chavez	X			
Chughtai	X			
Koski	X			
Johnson	X			
Palmisano	X			

MAYOR ACTION

APPROVED

VETOED

MAYOR

JUL 22 2022

DATE

Certified an official action of the City Council

ATTEST:

CITY CLERK

Presented to Mayor: _____

JUL 21 2022

Received from Mayor: _____

JUL 22 2022

Providing preliminary and final approval of and authorizing the issuance, sale, and delivery of one or more series of tax-exempt multifamily housing revenue bonds or obligations under Minnesota Statutes, Chapter 462C, as amended, for the purpose of financing a housing program consisting of the acquisition, construction, and equipping of a multifamily rental housing development for the benefit of Family Housing Resources LP; adopting a housing program therefor; approving the forms of and authorizing the execution and delivery of the obligations and related documents; providing for the security, rights, and remedies with respect to the obligations; and granting approval for certain other actions with respect thereto.

Whereas, the City of Minneapolis (the "City") is a municipal corporation and home rule city and political subdivision of the State of Minnesota organized and existing under its Charter and the Constitution and laws of the State of Minnesota; and

Whereas, pursuant to Minnesota Statutes, Chapter 462C, as amended (the "Act"), the City is authorized to carry out the public purposes described in the Act by issuing revenue bonds or other obligations to finance or refinance one or more multifamily housing developments located within the City, and as a condition to the issuance of such revenue bonds, adopt a housing program providing the information required by Section 462C.03, subdivision 1a, of the Act; and

Whereas, in the issuance of the City's revenue bonds and in the making of a loan to finance a multifamily housing development, the City may exercise, within the corporate limits of the City, any of the powers that the Minnesota Housing Finance Agency may exercise under Minnesota Statutes, Chapter 462A, as amended, without limitation under the provisions of Minnesota Statutes, Chapter 475, as amended; and

Whereas, Family Housing Resources LP, a Minnesota limited partnership, or its affiliates or assigns (the "Borrower"), the general partner of which is Family Housing Resources Mgmt. LLC, a Minnesota limited liability company, has requested that the City adopt a multifamily housing development program (the "Housing Program") to provide for the issuance of one or more series of tax-exempt multifamily housing revenue bonds or other obligations, in an aggregate principal amount not to exceed \$26,000,000 (the "Obligations"), for the purpose of loaning the proceeds thereof to the Borrower to finance in part the acquisition, construction, and equipping of an approximately 84-unit multifamily rental housing development and related facilities consisting of 10 six-unit and 6 four-unit apartment buildings for occupancy by persons and families of low and moderate income located at sites throughout the City, including: 400 Logan Avenue North and 404 Logan Avenue North; 2744 12th Avenue South; 2740 12th Avenue South; 2425 16th Avenue South; 2015 23rd Avenue South; 2110 16th Avenue South; 339 Pierce Street NE; 5139 Penn Avenue South; 2807 Emerson Avenue North and 2811 Emerson Avenue North; 1030 Lowry Avenue NE; 1606 Penn Avenue North and 1600 Penn Avenue North; 2220 38th Street East; 5633 34th Avenue South; 500 Knox Avenue North; 2021 24th Avenue South; and 1906 25th Avenue North and 1910 25th Avenue North (the "Project"), to be developed, owned, and operated by the Borrower. The addresses associated with the Project will be updated as shown in Exhibit A attached hereto following the City's development review process. The maximum principal amounts of the Obligations proposed to be issued to finance each of the sites within the Project are also shown in Exhibit A attached hereto; and

Whereas, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and regulations promulgated thereunder, require that prior to the issuance of the Obligations, this City Council ("Council") approve the Obligations after conducting a public hearing thereon preceded by publication of a notice of public hearing (in the form and method required by Section 147(f) of the Code and applicable regulations) in a newspaper of general circulation at least 7 days prior to the public hearing date; and

Whereas, Section 462C.04 of the Act requires that, as a condition to the issuance of the Obligations, a public hearing must be held on the Program after one publication of notice in a newspaper circulating generally in the City at least 15 days before the hearing; and

Whereas, in accordance with the requirements of the Act and the Code, a notice of public hearing in the form required by the Act and Section 147(f) of the Code was published in *Finance & Commerce*, the official newspaper of the City, and in the *Star Tribune*, a newspaper of general circulation in the City, at least 15 days before the public hearing; and

Whereas, in accordance with the requirements of Section 462C.04 of the Act, the Program was submitted to the Metropolitan Council for its review and comment on or before the date of publication of the notice of public hearing; and

Whereas, on July 12, 2022, the Business, Inspections, Housing & Zoning Committee of the Minneapolis City Council, on behalf of the City, held a public hearing on the Program and the proposed issuance of the Obligations in accordance with the requirements of the Act and the Code; and

Whereas, the Borrower has proposed that the Obligations will be issued by the City and purchased by U.S. Bank Trust Company, National Association, a national banking association, or another commercial lender selected by the Borrower (the "Construction Lender"), and the proceeds of the sale of the Obligations will be loaned by the Construction Lender to the City (the "Funding Loan") pursuant to a Funding Loan Agreement, dated as of or after August 1, 2022 (the "Funding Loan Agreement"), by and between the Issuer and the Construction Lender; and

Whereas, the proceeds of the Funding Loan will be loaned by the City to the Borrower pursuant to the terms of a Borrower Loan Agreement, dated as of or after August 1, 2022 (the "Borrower Loan Agreement"), between the City and the Borrower, whereby the City will apply the proceeds derived from the sale of the Obligations to fund a loan to the Borrower; and

Whereas, the Borrower's repayment obligations under the Borrower Loan Agreement will be evidenced by a Multifamily Note, dated the date of closing, made by the Borrower and payable to the City, as endorsed and assigned to the Construction lender (the "Borrower Note") and will be secured by a mortgage granting a mortgage lien on the Project under a Multifamily Mortgage, Assignment of Rents, Security Agreement, and Fixture Filing, dated as of or after August 1, 2022 (the "Mortgage"), made by the Borrower in favor of the City, and assigned to the Construction Lender pursuant to an assignment of mortgage (the "Assignment"); and

Whereas, the Construction Lender intends to purchase the Obligations and, following the satisfaction of certain conditions (the "Conversion") set forth in the Funding Loan Agreement and a forward purchase agreement, assign or sell a portion of its interest in the Obligations to Citibank, N.A., a national banking association (the "Permanent Lender"); and

Whereas, the Obligations and the interest on the Obligations: (i) shall be payable solely from the revenues pledged therefor under the Borrower Loan Agreement and the Funding Loan Agreement or other security documents described therein; (ii) shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation; (iii) shall not constitute nor give rise to a pecuniary liability of the City or a charge against its general credit or taxing powers; (iv) shall not constitute or give rise to a charge, lien, or encumbrance, legal or equitable, upon any property of the City other than the City's interest in the Funding Loan Documents (as defined in the Assignment); and (v) shall not constitute a general or moral obligation of the City;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the issuance of the Obligations is authorized by the Act and is consistent with the purposes of the Act and that the issuance of the Obligations, and the other actions of the City under the Funding Loan Agreement, the Borrower Loan Agreement, and this resolution constitute a public purpose and are in

the interests of the City. The Project constitutes a “qualified residential rental project” within the meaning of Section 142(d) of the Code, and a “multifamily housing development” authorized by the Act, and furthers the purposes of the Act. In authorizing the issuance of the Obligations for the financing of the Project and the related costs, the City’s purpose is and the effect thereof will be to promote the public welfare of the City and its residents by providing multifamily housing developments for low or moderate income residents of the City and otherwise furthering the purposes and policies of the Act.

Be It Further Resolved that the preparation of the Housing Program is hereby ratified, confirmed, and approved. The Housing Program is hereby adopted, ratified, and approved in all respects without amendment. The City’s staff, Finance Officer, and the City’s advisors and legal counsel are hereby authorized to do all other things and take all other actions as may be necessary or appropriate to carry out the Housing Program in accordance with the Act and any other applicable laws and regulations.

Be It Further Resolved that the Obligations may be designated as the Multifamily Housing Revenue Note (MPHFA Family Housing Expansion), Series 2022, in the approximate principal amount of \$26,000,000, and issued in any additional series, as determined in the discretion of the Finance Officer of the City (the “Finance Officer”). The Obligations may be given a different designation in the discretion of the Finance Officer. The Obligations are to be sold to the Construction Lender.

Be It Further Resolved that for the purposes set forth above, there is hereby authorized the issuance, sale, and delivery of the Obligations in one or more series, in a maximum aggregate principal amount not to exceed \$26,000,000, provided that the City’s current year or carryforward bonding authority allocated to any portion of the tax-exempt series of Obligations shall not exceed 53% of the Borrower’s basis in the Project. The Obligations shall bear interest at the rate, shall be designated, shall be numbered, shall be dated, shall mature, shall be in the aggregate principal amount, shall be subject to redemption prior to maturity, shall be in such form, and shall have such other terms, details, and provisions as are prescribed therein or in the Funding Loan Agreement, in substantially the form now on file with the City, with necessary and appropriate variations, omissions, and insertions (including changes to the aggregate principal amount of the Obligations, the stated maturity of the Obligations, the interest rate or rate on the Obligations and the terms of redemption of the Obligations) as are approved as evidenced by the execution thereof as provided herein. The Obligations shall be issued in a denomination equal to its entire principal amount. The City hereby authorizes Kennedy & Graven, Chartered, as bond counsel, to prepare, execute, and deliver its approving legal opinions with respect to the Obligations.

Be It Further Resolved that all of the provisions of the Obligations, when executed as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Obligations shall be substantially in the form in the Funding Loan Agreement or otherwise on file with the City, which form is hereby approved, with such necessary and appropriate variations, omissions, and insertions (including changes to the aggregate principal amount of the Obligations, the stated maturity of the Obligations, the interest rate on the Obligations and the terms of redemption of the Obligations) as the Finance Officer, in her discretion, shall determine. The execution of the Obligations with the manual or facsimile signatures of the Finance Officer and the delivery of the Obligations by the City shall be conclusive evidence of such determination. The Council hereby authorizes the Finance Officer to execute the Funding Loan Agreement, and to deliver the Funding Loan Agreement to the Funding Lender, and hereby authorizes the execution of the Obligations in accordance with the terms of the Funding Loan Agreement, and hereby provides that the Funding Loan Agreement

shall provide the terms and conditions, covenants, rights, obligations, duties, and agreements of the owners of the Obligations, the City, and the Funding Lender, as set forth therein. The Registrar for the Obligations shall be the Funding Lender.

Be It Further Resolved that the Obligations shall not constitute general or moral obligations of the City but shall be special, limited obligations of the City payable solely from the revenues provided by the Borrower under the terms of the Funding Loan Agreement and the Borrower Loan Agreement and from the revenues and security pledged, assigned, and granted under the terms of this resolution, the Obligations, the Funding Loan Agreement, the Borrower Loan Agreement, and any other security documents provided by the Borrower or any other party to secure the timely payment of the principal of, premium, if any, and interest on the Obligations. As provided in the Funding Loan Agreement and the Borrower Loan Agreement, the Obligations shall not be payable from or charged upon any funds other than the revenue pledged to their payment, nor shall the City be subject to any liability thereon, except as otherwise provided in this paragraph. No holder of the Obligations shall ever have the right to compel any exercise by the City of any taxing powers of the City to pay the Obligations or the interest or premium thereon, or to enforce payment thereof against any property of the City except the interests of the City in the Loan Agreement and the revenues and assets thereunder, which will be assigned to the Trustee under the terms of the Indenture.

Be It Further Resolved that no covenant, stipulation, obligation or agreement herein contained or contained in the aforementioned documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the Council, or any officer, agent or employee of the City in that person's individual capacity, and neither the Council nor any officer, agent, or employee executing the Obligations shall be personally liable on the Obligations or be subject to any personal liability or accountability by reason of the issuance thereof.

Be It Further Resolved that the Borrower shall apply the proceeds of the loan made pursuant to the terms and conditions of the Borrower Loan Agreement to the payment of a portion of the capital costs of the Project and related costs. The loan repayments to be made by the Borrower under the Borrower Loan Agreement are to be fixed so as to produce revenues sufficient to pay the principal of, premium, if any, and interest on the Obligations when due.

Be It Further Resolved that to ensure compliance with certain rental and occupancy restrictions imposed by the Act and Section 142(d) of the Code and to ensure compliance with certain restrictions imposed by the City, each of the buildings within the Project will be subject to a Regulatory Agreement, dated as of or after August 1, 2022 (collectively, the "Regulatory Agreements"), among the City, the Borrower, and the Funding Lender (as defined in the Funding Loan Agreement).

Be It Further Resolved that the Funding Loan Agreement, the Borrower Loan Agreement, the Assignment, the Obligations, and the Regulatory Agreements are hereby approved and the Finance Officer is hereby authorized to execute and deliver such documents on behalf of the City. All of the provisions of the Funding Loan Agreement, the Borrower Loan Agreement, the Assignment, the Obligations, the and Regulatory Agreements, when executed and delivered as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Funding Loan Agreement, the Borrower Loan Agreement, the Assignment, the Obligations, and the Regulatory Agreements shall be substantially in the forms now on file with the City with such necessary and appropriate variations, omissions, and insertions as do not adversely affect the City, as the Finance

Officer, in her discretion, shall determine, and the execution and delivery thereof by the Finance Officer shall be conclusive evidence of such determination.

Be It Further Resolved that the Finance Officer is hereby authorized to execute and deliver the Funding Loan Agreement, the Borrower Loan Agreement, the Assignment, the Obligations, and the Regulatory Agreements, and any consents, subordinations, and such other documents as are necessary or appropriate in connection with the issuance, sale, and delivery of the Obligations, including without limitation various certificates of the City, the Information Return for Tax-Exempt Private Activity Bond Issues, Form 8038, a certificate as to arbitrage and rebate, and similar documents (collectively, the "Financing Documents").

Be It Further Resolved that the approval hereby given to the Financing Documents includes approval of such additional details therein as may be necessary and appropriate and such modifications thereof, deletions therefrom and additions thereto as may be necessary and appropriate as determined by the parties thereto and approved by the Minneapolis City Attorney, the appropriate City staff person or by the officers authorized herein to execute or accept, as the case may be, said documents prior to their execution; and said officers or staff members are hereby authorized to approve said changes on behalf of the City. The execution of any instrument by the appropriate officer or officers of the City herein authorized shall be conclusive evidence of the approval of such document in accordance with the terms hereof. In the event of absence or disability of the officers, any of the documents authorized by this resolution to be executed may be executed without further act or authorization of the Council by any member of the Council or any duly designated acting official, or by such other officer or officers of the Council as, in the opinion of the City Attorney, may act in their behalf.

Be It Further Resolved that the City acknowledges and hereby approves any one or more of the following to be provided as security for the payment of the obligations of the Borrower under Borrower Loan Agreement and the payment of the principal of, premium, if any, and interest on the Obligations: (i) one or more mortgages, assignments of mortgage or security agreements granting a mortgage lien or security interest with respect to the Project or any portion thereof; (ii) one or more collateral assignments of the contracts between the Borrower and the architect and contractor with respect to the Project; (iii) one or more indemnity agreements; (iv) one or more disbursing agreements, between the Borrower, the Construction Lender, and a disbursing agent to be selected by the Borrower to provide for the disbursement of the proceeds of the Obligations and the Loan; and (v) assignments of rents, guarantees, and other security instruments and documents that are intended to ensure timely payment of the Obligations.

Be It Further Resolved that the City acknowledges that at Conversion the Construction Lender will, subject to the provisions of a forward purchase agreement among the Construction Lender, the Permanent Lender and the Borrower, assign or sell its interest in all or a portion of the Obligations to the Permanent Lender.

Be It Further Resolved that except as otherwise provided in this resolution, all rights, powers, and privileges conferred and duties and liabilities imposed upon the City or the Council by the provisions of this resolution or of the aforementioned documents shall be exercised or performed by the City or by such members of the Council, or such officers, board, body or agency thereof as may be required or authorized by law to exercise such powers and to perform such duties.

Be It Further Resolved that no provision, covenant or agreement contained in the aforementioned documents, the Obligations, or in any other document relating to the Obligations, and no obligation therein or herein imposed upon the City or the breach thereof, shall constitute or give rise to a general or moral obligation of the City or any pecuniary liability of the City or any charge upon its general credit or taxing powers. In making the agreements, provisions, covenants, and representations set forth in such documents, the City has not obligated itself to pay or remit any funds or revenues, other than funds and revenues derived from the Borrower Loan Agreement which are to be applied to the payment of the Obligations, as provided therein.

Be It Further Resolved that except as otherwise expressly provided herein, nothing in this resolution or in the aforementioned documents expressed or implied, is intended or shall be construed to confer upon any person or firm or corporation, other than the City, any holder of the Obligations issued under the provisions of this resolution, any right, remedy or claim, legal or equitable, under and by reason of this resolution or any provisions hereof, this resolution, the aforementioned documents, and all of their provisions being intended to be and being for the sole and exclusive benefit of the City, and any holder from time to time of the Obligations issued under the provisions of this resolution.

Be It Further Resolved that in case any one or more of the provisions of this resolution, other than the provisions contained herein, or of the aforementioned documents, or of the Obligations issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this resolution, or of the aforementioned documents, or of the Obligations, but this resolution, the aforementioned documents, and the Obligations shall be construed and endorsed as if such illegal or invalid provisions had not been contained therein.

Be It Further Resolved that the Obligations, when executed and delivered, shall contain a recital that they are issued pursuant to the Act, and such recital shall be conclusive evidence of the validity of the Obligations and the regularity of the issuance thereof, and that all acts, conditions, and things required by the laws of the State of Minnesota relating to the adoption of this resolution, to the issuance of the Obligations, and to the execution of the aforementioned documents to happen, exist, and be performed precedent to the execution of the aforementioned documents have happened, exist, and have been performed as so required by law.

Be It Further Resolved that the Obligations will be issued to a "qualified institutional buyer" and without registration under state or other securities laws, pursuant to an exemption for such issuance; and accordingly the Obligations may not be assigned or transferred in whole or part, except to another "Approved Transferee" in accordance with Section 2.6 of the Funding Loan Agreement. The City will require, as a precondition to any transfer, that the transferee provide to the City an investor letter in substantially the form attached to the Funding Loan Agreement as EXHIBIT B or in any other form satisfactory to the City.

Be It Further Resolved that the officers of the City, bond counsel, other attorneys, engineers, and other agents or employees of the City are hereby authorized to do all acts and things required of them by or in connection with this resolution, the aforementioned documents, and the Obligations, for the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Obligations, the aforementioned documents, and this resolution. If for any reason any of the Finance Officer is unable to execute and deliver the documents referred to in this resolution, such documents may be executed by any official or employee of the City delegated the duties of the Finance Officer with the same force and effect as if such documents were executed and delivered by the Finance Officer.

Be It Further Resolved that the Borrower shall pay the administrative fee of the City as provided in the Borrower Loan Agreement and in accordance with the applicable policies and procedures of the City. The Borrower will also pay, or, upon demand, reimburse the City for payment of, any and all costs incurred by the City in connection with the Project and the issuance of the Obligations, whether or not the Obligations are issued, including any costs for attorneys' fees. The Borrower shall indemnify the City against all liabilities, losses, damages, costs and expenses (including attorney's fees and expenses incurred by the City) arising with respect to the Project or the Obligations, as provided for and agreed to by the Borrower in the Borrower Loan Agreement.

Be It Further Resolved that the authority to approve, execute and deliver future amendments to the Financing Documents, including any such documents as required by Conversion, herein authorized entered into by the City in connection with the issuance of the Obligations and any consents required under the Financing Documents is hereby delegated to the Finance Officer, subject to the following conditions: (a) such amendments or consents do not require the consent of the holder of the Obligations or such consent has been obtained; (b) such amendments or consents do not materially adversely affect the interests of the City; (c) such amendments or consents do not contravene or violate any policy of the City, and (d) such amendments or consents are acceptable in form and substance to the counsel retained by the City to review such amendments. The authorization hereby given shall be further construed as authorization for the execution and delivery of such certificates and related items as may be required to demonstrate compliance with the agreements being amended and the terms of this Resolution. The execution of any instrument by the Finance Officer shall be conclusive evidence of the approval of such instruments in accordance with the terms hereof. In the absence of the Finance Officer, any instrument authorized by this paragraph to be executed and delivered may be executed by the officer of the City authorized to act in her place and stead.

Be It Further Resolved that in accordance with the provisions of Minnesota Statutes, Chapter 474A, as amended ("Chapter 474A"), and Section 146 of the Code, the City shall: (i) allocate to the Obligations a portion of its "entitlement issuer allocation" granted under the provisions of Chapter 474A and Section 146 of the Code; or (ii) allocate to the Obligations a portion of its "carryforward allocation;" or (iii) allocate to the Obligations a portion of its entitlement issuer allocation, a portion of its carryforward allocation, or any combination thereof.

Be It Further Resolved that the Obligations are hereby designated "Program Bonds" and are determined to be within the "Housing Program" and the "Program," all as defined in Resolution 88R-021 of the City adopted January 29, 1988, as amended and supplemented by Resolution 97R-402 of the City adopted December 12, 1997.

Be It Further Resolved that the United States Department of the Treasury has promulgated final regulations governing the use of the proceeds of tax-exempt obligations, all or a portion of which are to be used to reimburse the City or a borrower from the City for project expenditures paid prior to the date of issuance of such obligations. Those regulations, including Treasury Regulations, Section 1.150-2 (the "Regulations"), require that the City adopt a statement of official intent to reimburse an original expenditure not later than sixty (60) days after payment of the original expenditure. The Regulations also generally require that the Obligations be issued and the reimbursement allocation made from the proceeds of the Obligations occur within eighteen (18) months after the later of: (i) the date the expenditure is paid; or (ii) the date the Project is placed in service or abandoned, but in no event more than three (3) years after the date the expenditure is paid. The Regulations generally permit reimbursement of capital expenditures and costs of issuance of the Obligations.

Be It Further Resolved that the City reasonably expects to reimburse the Borrower for the expenditures made for costs of the Project from the proceeds of the Obligations in an aggregate principal amount not to exceed \$26,000,000 after the date of payment of all or a portion of the costs of the Project. All reimbursed expenditures shall be capital expenditures, a cost of issuance of the Obligations, or other expenditures eligible for reimbursement under Section 1.150-2(d)(3) of the Regulations and also qualifying expenditures under the Act.

Be It Further Resolved that based on representations by the Borrower, no expenditures for the Project have been made by the Borrower more than sixty (60) days before the date of adoption of this resolution other than: (i) expenditures to be paid or reimbursed from sources other than the Obligations; (ii) expenditures permitted to be reimbursed under prior regulations pursuant to the transitional provision contained in Section 1.150-2(j)(2)(i)(B) of the Regulations; (iii) expenditures constituting preliminary expenditures within the meaning of Section 1.150-2(f)(2) of the Regulations; or (iv) expenditures in a "de minimis" amount (as defined in Section 1.150-2(f)(1) of the Regulations).

Be It Further Resolved that based on representations by the Borrower, as of the date hereof, there are no funds of the Borrower reserved, allocated on a long term-basis or otherwise set aside (or reasonably expected to be reserved, allocated on a long-term basis or otherwise set aside) to provide permanent financing for the expenditures related to the Project to be financed from proceeds of the Obligations, other than pursuant to the issuance of the Obligations. This resolution, therefore, is determined to be consistent with the budgetary and financial circumstances of the Borrower as they exist or are reasonably foreseeable on the date hereof.

Be It Further Resolved that in anticipation of the issuance of the Obligations to finance all or a portion of the Project, and in order that completion of the Project will not be unduly delayed when approved, the Borrower is hereby authorized to make such expenditures and advances toward payment of that portion of the costs of the Project to be financed from the proceeds of the Obligations, as the Borrower considers necessary, including the use of interim, short-term financing, subject to reimbursement from the proceeds of the Obligations if and when delivered but otherwise without liability on the part of the City.

Be It Further Resolved that the officers of the City, the City Attorney, Bond Counsel, other attorneys, and other agents or employees of the City are hereby authorized to do all acts and things required of them by or in connection with this resolution, the aforementioned documents, or the Obligations, for the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Obligations, the aforementioned documents, and this resolution.

Be It Further Resolved that the financing transaction represented by the Obligations is subject to all existing policies and procedures of the City and is also subject to any conduit bond policies and procedures subsequently adopted by the City to the extent the provisions thereof are intended to be applied retroactively to conduit revenue obligations issued prior to the adoption of such conduit bond policies and procedures.

Be It Further Resolved that this resolution shall take effect and be in force from and after its approval and publication. In accordance with the terms of Article IV, Section 4.4(d) of the Charter of the City, only the title of this resolution and a summary of this resolution conforming to Minnesota Statutes, Section 331A.01, subdivision 10, shall be published in the official newspaper of the City.

Exhibit A

	Current Address(es)	New Address	Amount
Site 1	400 Logan Ave N and 404 Logan Ave N	402 Logan Ave N	\$1,406,422
Site 2	2744 12th Ave S	2748 12th Ave S	\$1,770,423
Site 3	2740 12th Ave S	2740 12th Ave S	\$1,768,874
Site 4	2425 16th Ave S	2427 16th Ave S	\$1,795,775
Site 5	2015 23rd Ave S	2017 23rd Ave S	\$1,738,815
Site 6	2110 16th Ave S	2112 16th Ave S	\$1,416,513
Site 7	339 Pierce St NE	337 Pierce St NE	\$1,423,041
Site 8	5139 Penn Ave S	5137 Penn Ave S	\$1,773,071
Site 9	2807 Emerson Ave N and 2811 Emerson Ave N	2809 Emerson Ave N	\$1,732,927
Site 10	1030 Lowry Ave NE	2418 Taylor St NE	\$1,742,689
Site 11	1606 Penn Ave N and 1600 Penn Ave N	1602 Penn Ave N	\$1,760,240
Site 12	2220 38th St E	2222 38th St E	\$1,821,781
Site 13	5633 34th Ave S	5631 34th Ave S	\$1,730,879
Site 14	500 Knox Ave N	502 Knox Ave N	\$1,392,482
Site 15	2021 24th Ave S	2023 24th Ave S	\$1,359,655
Site 16	1906 25th Ave N and 1910 25th Ave N	1908 25th Ave N	\$1,366,413