

Extract of Minutes of a Meeting of the
City Council of the
City of Falcon Heights, Minnesota

Pursuant to due call and notice thereof, a regular or special meeting of the City Council of the City of Falcon Heights, Minnesota, was duly held at the City Hall in such City, or by electronic means as permitted by law, on Wednesday, the 9th day of June, 2021 at 7:00 o'clock p.m.

The following Council members were present:

Andrews, Gustafson, Leahy, Miazga, Wehyc

and the following Council members were absent:

∅

Member Andrews introduced the following resolution and moved its adoption:

**CITY OF FALCON HEIGHTS
COUNCIL RESOLUTION**

June 9, 2021

No. 21-29

**A RESOLUTION AUTHORIZING THE SUPPLEMENT AND AMENDMENT OF
A TRUST INDENTURE BETWEEN
THE CITY OF FALCON HEIGHTS, MINNESOTA AND
WILMINGTON TRUST, NATIONAL ASSOCIATION,
AND OTHER MATTERS RELATING THERETO**

WHEREAS, pursuant to Resolution No. 20-25, adopted on June 10, 2020 (the "Original Resolution"), by the City Council of the City of Falcon Heights, Minnesota (the "Issuer"), the Issuer issued its Senior Housing Revenue Bonds (Suite Living Senior Care of Ramsey Project) Series 2020A in the original aggregate principal amount of \$7,680,000 and its Taxable Senior Housing Revenue Bonds (Suite Living Senior Care of Ramsey Project) Series 2020B in the aggregate principal amount of \$335,000 (collectively, the "Bonds") pursuant to a Trust Indenture dated as of June 1, 2020 (the "Indenture") between the Issuer and Wilmington Trust, National Association (the "Trustee") and loaned proceeds of the Bonds to Hampton Properties of Ramsey, LLC, a Minnesota limited liability company (the "Borrower"), pursuant to a Loan Agreement dated as of June 1, 2020 between the Issuer and the Borrower; and

WHEREAS, under the Indenture, Greenwich Investment Management, Inc. (the "Bondholder Representative") is the bondholder representative with respect to the Bonds;

WHEREAS, the Borrower and the Bondholder Representative have agreed to certain modifications to the Indenture and, to give effect thereto, have requested that the Issuer enter into a First Supplemental Trust Indenture (the "Supplement") between the Issuer and the Trustee;

WHEREAS, under the Indenture, the Bondholder Representative has the right to consent to and approve of supplements to the Indenture, it is anticipated that the Bondholder Representative will duly consent to and approve of the Supplement, and such consent and approval is expected to be evidenced by the Bondholder Representative's execution of the Supplement;

WHEREAS, the City Council of the Issuer (the "Council") has been informed by Taft Stettinius & Hollister LLP, as bond counsel, that the Supplement is permitted by and complies with the terms of the Indenture and that it is anticipated that the consents required for the execution of the Supplement by the Issuer will be obtained;

WHEREAS, the proposed form of the Supplement has been made available to the Council; and

WHEREAS, based on the request of the Borrower and the aforementioned anticipated consent and approval of the Bondholder Representative, the Council has determined that the Supplement is in the best interest of the Borrower and the Bondholder Representative and is in furtherance of the Issuer's public purpose as set forth in the Original Resolution;

NOW THEREFORE, BE IT RESOLVED by the City Council of the City of Falcon Heights, Minnesota, as follows:

Section 1. The proposed form of Supplement, as presented to this meeting, is hereby approved. Any Authorized Signatory (hereinafter defined) is hereby authorized and directed, for and on behalf of the Issuer, to execute and deliver the Supplement in substantially said form, with such changes and insertions therein as such Authorized Signatory, with the advice of counsel to the Issuer, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. The Supplement shall be executed on behalf of the Issuer by the Mayor and the City Administrator or any member of the Council (such officials being referred to herein individually as an "Authorized Signatory" and collectively as the "Authorized Signatories"). The facsimile, electronic or digital signature of any Authorized Signatory shall be deemed to be the legal equivalent of a manual signature on specified documents or on all documents and valid and binding for all purposes. If any Authorized Signatory whose signature, countersignature or attestation appears on the Supplement or any Bond-related document ceases to be an official before the execution and delivery of the Supplement, his or her signature, countersignature or attestation appearing on the Supplement and any Bond-related document (regardless of whether any such Bond-related document is specifically identified in this Resolution) is valid and sufficient for all purposes to the same extent as if he or she had remained in the office until the execution and delivery of the Supplement.

Section 3. The appropriate officials and agents of the Issuer, including each Authorized Signatory, are hereby authorized and directed, jointly and severally, for and in the name and on behalf of the Issuer, to execute and deliver any and all documents, including, without limitation,

any and all documents and certificates as may be required under the Internal Revenue Code, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the Issuer has approved in this Resolution and to consummate by the Issuer the transactions contemplated by the documents approved hereby, including any subsequent amendments, waivers or consents entered into or given in accordance with such documents. It is not necessary that the Bonds and the various documents authorized hereby or otherwise relating to the Bonds all be signed by the same Authorized Signatory.

Section 4. Except to the extent modified by the Supplement, all provisions of the Indenture are hereby confirmed in full force and effect.

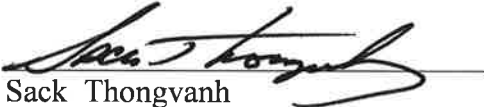
Section 5. This Resolution shall take effect from and after its adoption.

Adopted by the City Council of the City of Falcon Heights, Minnesota, this 9th day of June, 2021.



Randall C. Gustafson
Mayor

ATTEST:


Sack Thongvanh
City Administrator

After full discussion thereof and upon vote being taken thereon, the following voted in favor thereof: *Andrews, Gustafson, Leahy, Miazga, Wehyee*

and the following voted against the same: *∅*

whereupon said resolution was declared duly passed and adopted.

STATE OF MINNESOTA
COUNTY OF RAMSEY
CITY OF FALCON HEIGHTS

I, the undersigned, being the duly qualified and acting City Administrator of the City of Falcon Heights, Minnesota, DO HEREBY CERTIFY that I have compared the attached and foregoing extract of minutes with the original thereof on file in my office, and that the same is a full, true and complete transcript of the minutes of a meeting of the City Council of said City duly called and held on the date therein indicated, insofar as such minutes relate to authorizing a supplemental indenture for the Suite Living Senior Care of Ramsey Project.

WITNESS my hand and the seal of said City this 10th day of June, 2021.



Sack Thongvanh
City Administrator