

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 meeting of the City Council of the City of Falcon Heights, Minnesota was duly held in the City of Falcon Heights, Minnesota, on Wednesday, April 24, 2024, at 7:00 P.M.

The following members were present: *Gustafson, Leehy, Meyer,
Wassenberg and Mielke*
and the following were absent: *N/A*

During said meeting *Meyer* introduced the following resolution and moved its adoption:

RESOLUTION NO. *24-31*

A RESOLUTION APPROVING AND AUTHORIZING THE AMENDMENT OF THE CITY'S
EDUCATIONAL FACILITIES REVENUE REFUNDING NOTE, SERIES 2017 (SAINT
PAUL ACADEMY AND SUMMIT SCHOOL PROJECT) AND THE LOAN AGREEMENT
RELATED THERETO

WHEREAS, pursuant to a resolution of the City adopted on September 6, 2017, the City of Falcon Heights, Minnesota (the "City"), issued its Educational Facilities Revenue Refunding Note, Series 2017 (Saint Paul Academy and Summit School Project) (the "Note"), which was amended on March 26, 2018 by a First Amendment to \$7,375,000 Educational Facilities Revenue Refunding Note (Saint Paul Academy and Summit School Project), Series 2017 and on January 18, 2023 by a Allonge to Promissory Note (as amended, the "Note") in the original aggregate principal amount of \$7,375,000 to Bremer Bank, National Association, a national banking association (the "Lender"); and

WHEREAS, pursuant to a Loan Agreement dated as of September 6, 2017 (the "Loan Agreement"), between the City and Saint Paul Academy and Summit School, a Minnesota nonprofit corporation (the "Borrower"), the City loaned the proceeds of the Note to the Borrower for the purpose of refinancing in part the acquisition, construction, and improvement of certain school facilities of the Borrower, including facilities located on the campus of the Borrower at Dunlap and Goodrich and at Randolph and Davern in the City of St. Paul, Minnesota, and the Borrower agreed to repay the Note in specified amounts and at specified times sufficient to pay in full when due the principal of, premium, if any, and interest on the Note; and

WHEREAS, pursuant to a Pledge Agreement (the "Pledge Agreement") dated as of September 6, 2017 between the City and the Lender, the City pledged and granted a security

interest in all of its rights, title, and interest in the Loan Agreement to the Lender (except for certain rights of indemnification and to reimbursement for certain costs and expenses); and

WHEREAS, the Borrower has requested that the City of Little Canada, Minnesota issue revenue notes, in one or more series, (the "2024 Little Canada Note") to assist in financing a new project consisting of (i) financing the construction of renovations to the Borrower's lower, kindergarten through fifth-grade, school, including improvements to classroom space and community space, and improvements to safety, accessibility, and infrastructure, located at 1150 Goodrich Avenue in the City of Saint Paul, Minnesota and (ii) paying costs of issuing the 2024 Little Canada Note (the "2024 Project"); and

WHEREAS, Section 4.9 the Loan Agreement requires the Borrower to maintain certain financial covenants regarding the ratio between the Borrower's unrestricted net assets and the Borrower's long-term debt (the "Debt Service Coverage Ratio"), and the Borrower and Lender have agreed, in connection with the issuance of the 2024 Little Canada Note, to amend the definition of Debt Service Coverage Ratio in the Loan Agreement to exclude the revenues from the 2024 Project from the calculation of the Borrower's net assets and to exclude the 2024 Little Canada Note from the calculation of the Borrower's long-term debt; and

WHEREAS, prepayment of the Note by the Borrower is subject to a prepayment penalty, and in connection with the issuance of the 2024 Little Canada Note, the Borrower and Lender have agreed to amend the Note to remove such prepayment penalty; and

WHEREAS, the Borrower and Lender have asked the City to enter into amendments to effect such changes, as evidenced by a First Amendment to Loan Agreement (the "Loan Amendment") and a Third Amendment to Note (the "Note Amendment," and together with the Loan Amendment, the "Amendments"); and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FALCON HEIGHTS, MINNESOTA, as follows:

1. Authority. The City is authorized to enter into the Amendments under the Constitution and the laws of the State of Minnesota, including Minnesota Statutes, Sections 469.152 through 469.165, as amended (the "Act").

Documents Presented. Substantially final forms of the Amendments have been submitted to the City.

Approval, Execution, and Delivery of Documents. The forms of the Amendments are approved in substantially the form submitted, and the Mayor and the City Administrator of the City are hereby authorized to execute and deliver the Amendments, together with such other documents as appropriate in connection with the Amendments. In the event of absence or disability of the Mayor and/or the City Administrator, any of the documents authorized by this Resolution to be executed and delivered may be executed without further act or authorization of the City Council by any member of the City Council or any duly designated acting official, or by such other officer or officers of the City Council as, in the opinion of counsel to the City, may act in their behalf.

Changes in Forms Approved; Absent and Disabled Officers. The approval hereby given includes approval of such modifications of, deletions from, and/or additions to the approved documents as may be deemed necessary and appropriate by the officers authorized to execute the documents on behalf of the City, and said officers 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.

Adopted by the City Council of the City of Falcon Heights, Minnesota, this 24th day of April, 2024.


By: 
Its: Mayor

ATTEST:
By: 
Its: City Administrator

STATE OF MINNESOTA
COUNTY OF RAMSEY
FALCON HEIGHTS

I, the undersigned, being the duly qualified and acting Administrator of the City of Falcon Heights, 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 the City of Falcon Heights, Minnesota, duly called and held on the date therein indicated, insofar as such minutes relate to a resolution approving and authorizing the amendment of the City's Educational Facilities Revenue Refunding Note, Series 2017 (Saint Paul Academy and Summit School Project) and a loan agreement related thereto.

WITNESS my hand this 24th day of April, 2024.



Administrator