

Extract of Minutes of 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 at City Hall in said City on Tuesday, the 28th day of February, 2018 at 7:00 o'clock P.M.

The following Council members were present:

Mayor Peter Lindstrom

Council Members: Randy Gustafson, Joe Brown Thunder and Mark Miazga

and the following were absent: Council Member Melanie Leehy

Council member Randy Gustafson then introduced and read the following written resolution and moved its adoption:

A RESOLUTION PROVIDING FOR THE FIRST AMENDMENT TO
EDUCATIONAL FACILITIES REVENUE REFUNDING NOTE
(SAINT PAUL ACADEMY AND SUMMIT SCHOOL PROJECT), SERIES 2017
AND AUTHORIZING THE EXECUTION OF DOCUMENTS RELATED THERETO

The motion for the adoption of the foregoing resolution, and upon vote being taken thereon the following voted in favor thereof:

Mayor Peter Lindstrom

Council Members: Randy Gustafson, Joe Brown Thunder and Mark Miazga

and the following voted against the same:

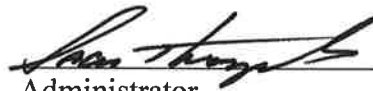
whereupon said resolution was declared duly passed and adopted.

CERTIFICATE

STATE OF MINNESOTA)
COUNTY OF RAMSEY)
CITY OF FALCON HEIGHTS)

I, Sack Thongvanh, duly appointed, acting and qualified Administrator of the City of Falcon Heights, do hereby certify that I have examined the City of Falcon Heights records and the Minute Book of said City for the meeting of the 28th of February, 2018 and that the attached copy of the RESOLUTION PROVIDING FOR THE FIRST AMENDMENT TO EDUCATIONAL FACILITIES REVENUE REFUNDING NOTE (SAINT PAUL ACADEMY AND SUMMIT SCHOOL PROJECT), SERIES 2017 AND AUTHORIZING THE EXECUTION OF DOCUMENTS RELATED THERETO was approved and is a true and correct copy of the City Proceedings relating to said Resolution.

IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of February, 2018.



Administrator
City of Falcon Heights

**CITY OF FALCON HEIGHTS
COUNCIL RESOLUTION**

February 28, 2018

No. 18-08

**RESOLUTION PROVIDING FOR THE FIRST AMENDMENT TO
EDUCATIONAL FACILITIES REVENUE REFUNDING NOTE
(SAINT PAUL ACADEMY AND SUMMIT SCHOOL PROJECT), SERIES 2017
AND AUTHORIZING THE EXECUTION OF DOCUMENTS RELATED THERETO**

BE IT RESOLVED by the City Council of the City of Falcon Heights, Minnesota (the "City"), as follows:

SECTION 1 LEGAL AUTHORIZATION AND FINDINGS.

1.1 Findings. The City hereby finds, determines and declares as follows:

(1) The City, pursuant to Resolution No. 17-22 adopted on June 14, 2017 (the "Note Resolution"), has previously issued its revenue note in an original aggregate principal amount of \$7,375,000 to provide funds that were loaned to Saint Paul Academy and Summit School, a Minnesota nonprofit corporation (the "Borrower"), to refinance, in part, the acquisition, construction, and improvement of certain of the Borrower's school facilities on the campus of the Borrower, located in the City of Saint Paul, Minnesota, which facilities are owned and operated by the Borrower (the "Project").

(2) The City issued the Educational Facilities Revenue Refunding Note, Series 2017 (Saint Paul Academy and Summit School Project) dated September 6, 2017, (the "Note"), pursuant to Minnesota Statutes, Section 469.152 to 469.165, as amended (the "Act"), and sold the Note to Bremer Bank, National Association, a national banking association (the "Lender").

(3) Pursuant to a Loan Agreement (the "Loan Agreement") dated September 6, 2017 between the City, the Borrower, and the Lender, 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. In addition, the Loan Agreement contains provisions relating to the expenditure of proceeds of the Note, the maintenance and operation of the Project, indemnification, insurance, and other agreements and covenants which are required or permitted by the Act and which the City, the Borrower and the Lender deem necessary or desirable for the financing of the Project.

(4) Pursuant to a Pledge Agreement (the "Pledge Agreement") dated 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).

(5) The Lender and the Borrower have informed the City that they have agreed to certain changes in the terms of the Note.

(6) The form of First Amendment to Note between the City, the Borrower, and the Lender, proposed to be entered into in order to document changes in the terms of the Note has been submitted to the City Council and is on file in the office of the City Administrator (the "Note Amendment").

SECTION 2 AUTHORIZATION OF NOTE AMENDMENT.

2.1 Approval and Execution of Note Amendment.

(1) The Note Amendment is made a part of this Resolution as though fully set forth herein and is hereby approved in substantially the form presented to the City Council. The Mayor and the City Administrator are authorized and directed to execute, acknowledge, and deliver the Note Amendment on behalf of the City with such changes, insertions, and omissions therein as bond counsel to the City may hereafter deem appropriate, such execution to be conclusive evidence of approval of such documents in accordance with the terms hereof.

(2) The Mayor and the City Administrator are authorized and directed to execute and deliver all other documents which may be required under the terms of the Note Amendment or by bond counsel, and to take such other action as may be required or deemed appropriate for the performance of the duties imposed thereby to carry out the purposes thereof.

(3) The Mayor and City Administrator and other officers of the City are authorized to furnish to the Lender, the Borrower, and bond counsel certified copies of all proceedings and records of the City relating to the Note Amendment, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Note as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates, and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

(4) In the event that for any reason the Mayor or the City Administrator are unable to carry out the execution of any of the documents or other acts provided herein, any other officer of the City or member of its City Council as, in the opinion of the City's attorney, are authorized to act in that capacity and undertake such execution or acts on behalf of the City, shall without further act or authorization execute and deliver the Note Amendment and do all things and execute all instruments and documents required to be done or executed by such officers, with full force and effect, which executions or acts shall be valid and binding on the City.

(5) This resolution constitutes a supplement to the Note Resolution.


2.2 No Liability of City. Nothing in this resolution or in the documents prepared pursuant hereto shall authorize the expenditure of any municipal funds on the Project other than the

revenues derived from the Project or otherwise granted to the City for this purpose. The Note, as amended, shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property or funds of the City except the revenues and proceeds pledged to the payment thereof, nor shall the City be subject to any liability thereon. The holders of the Note shall never have the right to compel any exercise of the taxing power of the City to pay the outstanding principal on the Note or the interest thereon, or to enforce payment thereof against any property of the City. The Note recites in substance that the Note, including interest thereon, is payable solely from the revenue and proceeds pledged to the payment thereof. The Note shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation.

SECTION 3 BANK QUALIFIED.

3.1 Qualified Tax Exempt Obligations. The Note, as amended, is deemed a "qualified tax-exempt obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Adopted by the City Council of the City of Falcon Heights, Minnesota this 28th day of February, 2018.



Mayor

ATTEST:



Administrator