

**CITY OF NORTHFIELD  
COUNTIES OF DAKOTA AND RICE  
STATE OF MINNESOTA**

**RESOLUTION NO. 2026-045**

**A RESOLUTION APPROVING A PURCHASE AGREEMENT FOR THE  
ACQUISITION OF A MEDICAL CLINIC, A TAXABLE SUBORDINATE HOSPITAL  
REVENUE NOTE, SERIES 2026C IN CONNECTION WITH FINANCING SUCH  
ACQUISITION, AN AMENDED AND RESTATED INDENTURE OF TRUST  
AND RELATED DOCUMENTS**

WHEREAS, the City of Northfield, Minnesota (the “City”) is, by the Constitution, its Charter and the laws of the State of Minnesota, including Minnesota Statutes, Sections 447.45 to 447.50, as amended (the “Act”), authorized to issue and sell its revenue bonds and other obligations to finance or refinance the acquisition and betterment of hospital, nursing home, and related medical facilities (collectively, the “Hospital”) and pursuant to Section 14.2 of the City Charter the control and management of the Hospital is committed to the Hospital Board; and

WHEREAS, it has been proposed to this Council that the City issue and sell its Taxable Hospital Subordinate Revenue Note, Series 2026C (the “Series 2026C Note”) pursuant to the Act and pursuant to a Fifth Amended and Restated Indenture of Trust dated on or after September 1, 2026 (together with any Supplement thereto, the “Amended and Restated Indenture”), which amends that certain Fourth Amended and Restated Indenture of Trust, dated as of October 1, 2025, between the City, and Computershare Trust Company, N.A., as Trustee (as previously amended, the “Existing Indenture”), to acquire a clinic located at 1400 Jefferson Road in the City (the “Property” or the “Project”) pursuant to that certain Asset Purchase Agreement, dated on or after the date hereof, (the “Purchase Agreement”) between the City on behalf of Northfield Hospital + Clinics (“NH+C”) and Allina Health System, a Minnesota nonprofit corporation (“Allina”); and

WHEREAS, the Hospital Board of the Northfield City Hospital has recommended that the City approve the issuance of the Series 2026C Note as provided herein; and

WHEREAS, the Hospital Board has approved the purchase of the Property on the terms set forth in the draft Purchase Agreement, and requests the City Council’s approval of the same for the City, on behalf of NH+C, to acquire the Property using NH+C funds pursuant to City Charter, Section 14.4, and City Code, Section 2-307; and

WHEREAS, Minnesota Statutes, Section 462.356, subdivision 2 states that no publicly owned interest in real property within a city shall be acquired or disposed of until after the planning commission has reviewed the proposed acquisition or disposal and reported in writing to the city council its findings as to compliance of the proposed acquisition or disposal with the comprehensive plan; and

WHEREAS, the same statute further states, however, that the governing body may, by resolution adopted by two-thirds vote, dispense with the requirements of this subdivision when in

its judgment it finds that the acquisition or disposal of real property has no relationship to the comprehensive plan.

NOW THEREFORE, BE IT RESOLVED by the City Council of the City of Northfield, Minnesota (the "Council"), as follows:

1. Acquisition of Property. The City Council hereby finds that the proposed acquisition of the Property by the City, on behalf of NH+C, has no relationship to the City's Comprehensive Plan, and therefore review of the proposed acquisition by the Northfield Planning Commission is not required under Minn. Stat. § 462.356, Subd. 2, and is hereby dispensed with as allowed by that statute. The City Council hereby approves the purchase of the Property described in the Purchase Agreement by the City, on behalf of NH+C, provided that the purchase of the Property and all related assets on the Property shall be entirely paid for with Hospital funds. The City Council hereby approves the Purchase Agreement, as to form, and authorizes and directs the Mayor and City Clerk: (a) to execute the Purchase Agreement substantially in the form hereby approved and allowing any necessary minor or technical changes as approved by the City Administrator and City Attorney related to the attached document prior to execution thereof; (b) to execute such other documents as are necessary to close on the purchase of the Property by the City, on behalf of NH+C; (c) that NH+C following closing shall record the requisite instruments of conveyance, as applicable, of the Property to the City, on behalf of NH+C, by Allina, in the applicable Office of the County Recorder / Registrar of Titles; and (d) that NH+C pay all such requisite fees and taxes related to the same.

2. Findings for Financing. It is hereby found, determined and declared that:

(i) The Project constitutes the financing or refinancing of the acquisition and betterment of hospital and related medical facilities under the Act.

(ii) It is desirable that the Series 2026C Note be issued by the City upon the terms set forth in the Amended and Restated Indenture, under the provisions of which the City pledges to the payment of the Series 2026C Note the Net Revenues of the Hospital (as defined in the Amended and Restated Indenture), solely as provided therein, on a basis subordinate to the payment of certain existing Bonds and Additional Bonds (as those terms are defined in the Amended and Restated Indenture), to the Trustee as security for the payment of the principal of the Series 2026C Note when due, plus accrued interest thereon.

(iii) The Amended and Restated Indenture provides for payment by the City to the Trustee, solely from Net Revenues of the Hospital on a basis subordinate to the payment of certain existing Bonds and Additional Bonds (as those terms are defined in the Amended and Restated Indenture), in the amounts sufficient to pay the principal of the Series 2026C Note when due, plus accrued interest thereon. The Series 2026C Note will be further secured by a Mortgage, Security Agreement and Fixture Financing Statement (the "Series 2026C Mortgage"), against the Project clinic facility to be acquired, dated on or after the date from the City, as mortgagor, in favor of Allina.

(iv) Under the provisions of the Act, and as provided in the Amended and Restated Indenture, the Series 2026C Note is not to be payable from or charged upon any

funds of the City other than Net Revenues of the Hospital (as defined in the Amended and Restated Indenture) and moneys in the funds and accounts held by the Trustee which are pledged to the payment thereof and the proceeds of the Series 2026C Mortgage, if any; no owners of the Series 2026C Note shall ever have the right to compel the exercise of the taxing power of the City to pay the Series 2026C Note, nor to enforce payment thereof against any property of the City (other than Net Revenues of the Hospital and moneys in the funds and accounts held by the Trustee and the property subject to and described in the Series 2026C Mortgage); the Series 2026C Note shall not constitute a charge, lien or encumbrance, legal or equitable, upon any property of the City (other than the interest of the City in Net Revenues of the Hospital and moneys in the funds and accounts held by the Trustee and the property subject to and described in the Series 2026C Mortgage); and the Series 2026C Note issued under the Amended and Restated Indenture shall effectively recite that such Series 2026C Note shall not constitute or give rise to a charge against the general credit or taxing powers of the City.

(v) All conditions to the issuance of the Series 2026C Note as “Subordinate Lien Indebtedness” under Section 5.03 of the Existing Indenture have been or will be satisfied, or consents will be obtained from holders of existing bonds issued under the Existing Indenture that will remain outstanding after the issuance of the Series 2026C Note.

3. Acceptance of Note Holder. Allina has offered to accept the Series 2026C Note as evidence of the obligation to pay a portion of the purchase price of the Project in accordance with the Purchase agreement in the par amount of the Series 2026C Note subject to the terms set forth in the Amended and Restated Indenture and in the Purchase Agreement and the City accepts such offer.

4. Approval and Execution of Bond Documents. The Council hereby approves the Series 2026C Note, the Amended and Restated Indenture, the Purchase Agreement and the Series 2026C Note in substantially the forms on file with the City Finance Director and such other documents as bond counsel to the City considers appropriate in connection with the Project and the Series 2026C Note, (collectively, the “Financing Documents”) and the Mayor and the City Clerk (the “Authorized Officers”) are hereby authorized and directed to execute, on behalf of the City, the Financing Documents. All of the provisions of the Financing Documents, 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 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 and approved by bond counsel to the City or by the Authorized Officers authorized herein to execute or accept, as the case may be, said documents prior to their execution; and said Authorized Officers are hereby authorized to approve said changes on behalf of the City. The execution of any instrument by the Authorized Officers 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 Authorized 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 City as, in the opinion of the City Attorney, may act in their behalf.

5. Approval, Execution and Delivery of the Series 2026C Note. The City shall proceed to issue the Series 2026C Note in connection with the closing on the acquisition of the Project in accordance with the Purchase Agreement, in an aggregate principal amount not to exceed \$4,000,000, in the form and upon the terms set forth in the Amended and Restated Indenture, which terms are for this purpose incorporated in this resolution and made a part hereof; provided, however, that the initial aggregate principal amount of, rate of interest on, and the maturity of the Series 2026C Note, and any provisions for the optional or mandatory redemption thereof shall all be set forth in the final form of the Amended and Restated Indenture to be approved, executed, and delivered by the Authorized Officers, which approval shall be conclusively evidenced by such execution and delivery. The Authorized Officers and other City staff and officers are authorized and directed to prepare and execute the Series 2026C Note as prescribed in the Amended and Restated Indenture and to deliver them to the Trustee, together with a certified copy of this Resolution and the other documents required by the Amended and Restated Indenture, for authentication, registration and delivery to the Purchaser thereof. As provided in the Amended and Restated Indenture, the Series 2026C Note shall contain a recital that it is issued pursuant to the Act, and such recital shall be conclusive evidence of the validity and regularity of the issuance thereof.

6. Certificates, Additional Agreements, etc. The Mayor, City Clerk, City Finance Director and other officers of the City, Hospital and Hospital Board are authorized and directed to prepare and furnish to bond counsel and the Purchaser, when issued, certified copies of all proceedings and records of the City and Hospital relating to the Series 2026C Note, such additional agreements as may be necessary in connection with the issuance of the Series 2026C Note and such other affidavits and certificates as may be required to show the facts appearing 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.

PASSED by the City Council of the City of Northfield, Minnesota this 21<sup>st</sup> day of April, 2026  
ATTEST:

\_\_\_\_\_  
City Clerk

\_\_\_\_\_  
Mayor

VOTE:     \_\_\_ ZWEIFEL \_\_\_ BEUMER \_\_\_ DAHLEN \_\_\_ HOLMES  
          \_\_\_ NESS \_\_\_ PETERSON WHITE \_\_\_ SOKUP