

CITY OF NORTHFIELD
COUNTIES OF DAKOTA AND RICE
STATE OF MINNESOTA

RESOLUTION NO. - ____

RESOLUTION APPROVING AMENDMENTS TO THE A SENIOR HOUSING
REVENUE REFUNDING NOTE (NORTHFIELD RETIREMENT COMMUNITY
PROJECT), SERIES 2013B AND AUTHORIZING THE REISSUANCE THEREOF

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

Section 1. Recitals.

1.01. On June 27, 2013, the Housing and Redevelopment Authority in and for the City of Northfield, Minnesota (the “HRA”) issued its Senior Housing Revenue Refunding Note (Northfield Retirement Community Project), Series 2013B, in the original aggregate principal amount of \$10,000,000 (the “Series 2013B Note”), pursuant to Minnesota Statutes, Chapter 462C, as amended, and a resolution adopted by the HRA on June 13, 2013 (the “Note Resolution”). The HRA loaned the proceeds of the Series 2013B Note (the “Loan”) to Northfield Care Center, Inc. and Northfield ParkView, Inc., both Minnesota nonprofit corporations (collectively, the “Original Borrowers”), pursuant to the terms of a Loan Agreement, dated as of June 27, 2013 (the “Loan Agreement”), between the HRA and the Borrowers. The HRA assigned its rights to the basic payments and certain other rights under the Loan Agreement to Choice Financial Group dba Choice Bank (previously known as Venture Bank) (the “Lender”), pursuant to a Pledge Agreement, dated as of June 27, 2013 (the “Pledge Agreement”), between the HRA and the Lender.

1.02. The Borrowers used the proceeds of the Series 2013B Note to refund the HRA’s Housing Revenue Bonds, Series 2006A and Housing Revenue Bonds, Series 2006B (Northfield Retirement Center Project) which previously financed the expansion and remodeling of existing multifamily senior rental housing facilities known as Northfield ParkView located at 910 Cannon Valley Drive and financed construction of the memory care facility known as Evergreen Lodge located at 912 Cannon Valley Drive West in the City (collectively, the “Housing Facilities”) and the existing skilled nursing facility known as Northfield Care Center located at 900 Cannon Valley Drive (the “Northfield Care Center” and, together with the Housing Facilities, the “Project”).

1.03. Vivie Senior Living of Northfield LLC, the sole member of which is of Vivie (formerly known as KNWM), a Minnesota nonprofit corporation (the “Borrower”) are acquiring the Project from the Original Borrowers. The Borrower will assume all of the Original Borrower’s obligations under the Loan Agreement, Pledge Agreement, and the Series 2013B Note pursuant to a Master Assignment and Assumption Agreement (collectively, the “Amendments”).

1.04. The City has been advised by Kutak Rock LLP, acting as bond counsel (“Bond Counsel”), that the proposed amendments constitute a significant modification of the Series 2013B Note and will cause a “reissuance” of the Series 2013B Note for tax purposes (the “Reissuance”) pursuant to Section 1.1001-3 of the Treasury Regulations promulgated under the Internal Revenue Code of 1986, as amended (the “Code”). For tax purposes, the Series 2013B Note will be treated as being refunded on the effective date of the Amendments.

1.05. On this same date, the City Council held a duly noticed public hearing as required by Section 147(f) of the Code regarding the approval of the Amendments, where all persons interested were given the opportunity to be heard.

Section 2. Findings; Authorizations and Approvals.

2.01. The City Council, the elected legislative body of the City, in accordance with Section 147(f) of the Code, consents to and approves the Reissuance and consents to and approves the Amendments and any related documents necessary in connection therewith.

2.02. The approval hereby given to the Amendment 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 legal counsel to the HRA and the City and by the officers authorized herein to execute said documents prior to their execution; and said officers are hereby authorized to approve said changes on behalf of the HRA. The execution of any instrument by the appropriate officers of the HRA 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 duly designated acting official, or by such other officer or officers of the HRA as, in the opinion of legal counsel to the HRA, may act in their behalf.

2.03. As provided in the Loan Agreement and the Note Resolution, the Series 2013B Note shall not be payable from nor charged upon any funds other than the revenues pledged to its payment, nor shall the HRA or the City be subject to any liability thereon, except as otherwise provided in this paragraph. No holder of the Series 2013B Note shall ever have the right to compel any exercise by the HRA or the City of its taxing powers to pay any of the Series 2013B Note or the interest or premium thereon, or to enforce payment thereof against any property of the HRA or the City except the interests of the HRA in the Loan Agreement and the revenues and assets thereunder, which have been assigned to the Lender pursuant to the Pledge Agreement. The Series 2013B Note shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the HRA or the City, except the interests of the HRA in the Loan Agreement, and the revenues and assets thereunder, which have been assigned to the Lender pursuant to the Pledge Agreement.

2.04. The Borrower shall pay all costs of the Amendments and the Reissuance.

PASSED by the City Council of the City of Northfield, Minnesota this 6th day of May, 2025.

ATTEST:

City Clerk

Mayor

VOTE: ____ ZWEIFEL ____ SOKUP ____ HOLMES ____ NESS
____ PETERSON WHITE ____ DAHLEN ____ BEUMER