

CITY OF NORTHFIELD, MINNESOTA
CITY COUNCIL RESOLUTION 2017-061
AWARDING THE SALE OF \$465,000 TAXABLE GENERAL OBLIGATION TAX
INCREMENT REFUNDING BONDS, SERIES 2017B;
FIXING THEIR FORM AND SPECIFICATIONS; DIRECTING THEIR EXECUTION AND
DELIVERY; AND PROVIDING FOR THEIR PAYMENT

WHEREAS, the Mayor announced that the next order of business was consideration of the proposals which had been received for the purchase of the City's approximately \$465,000 Taxable General Obligation Tax Increment Refunding Bonds, Series 2017B.

WHEREAS, the City Finance Director presented a tabulation of the proposals that had been received. The proposals were as set forth in EXHIBIT A attached.

After due consideration of the proposals, Member _____ then introduced the following written resolution, the reading of which was dispensed with by unanimous consent, and moved its adoption:

BE IT RESOLVED By the City Council of the City of Northfield, Dakota and Rice Counties, Minnesota (the "City") as follows:

Section 1. Sale of Bonds.

1.01 Background; Findings. It is hereby determined that:

(a) The City and the Northfield Housing and Redevelopment Authority, Minnesota (the "HRA") have duly established Housing and Redevelopment Project No. 1 (the "Redevelopment Project") pursuant to Minnesota Statutes, Sections 469.001 through 469.047.

(b) The City and the HRA have duly established Presidential Commons Tax Increment District (TIF District 1-1) (the "TIF District") within the Redevelopment Project pursuant to Minnesota Statutes, Sections 469.174 through 469.1794 (the "TIF Act").

(c) On November 7, 2007, the City issued its Taxable General Obligation Tax Increment Refunding Bonds, Series 2007D (the "Series 2007D Bonds"), dated November 7, 2007, in the original aggregate principal amount of \$960,000, of which \$435,000 in principal amount is currently outstanding. The proceeds of the Series 2007D Bonds were used to refund the City's General Obligation Taxable Tax Increment Bonds, Series 1999C (the "Series 1999C Bonds"), dated August 1, 1999, issued in the original aggregate principal amount of \$1,050,000. Proceeds of the Series 1999C Bonds were used to finance the redevelopment costs within the TIF District.

(d) The City is authorized by the TIF Act and Minnesota Statutes, Chapter 475, as amended (collectively, the “Act”), specifically Minnesota Statutes, Section 475.67, subdivision 3, of the Act, to issue and sell its general obligation bonds to refund obligations and the interest thereon before the due date of the obligations, if consistent with covenants made with the holders thereof, when determined by the City Council to be necessary or desirable for the reduction of debt service cost to the City or for the extension or adjustment of maturities in relation to the resources available for their payment;

(e) It is necessary and desirable to reduce debt service costs of the City and therefore the City will issue its Taxable General Obligation Tax Increment Refunding Bonds, Series 2017B (the “Bonds”), in the original aggregate principal amount of \$465,000 to refund the outstanding Series 2007D Bonds, which will be called for redemption on October 1, 2017, maturing February 1, 2022 in the aggregate principal amount of \$435,000 (the “Refunded Bonds”).

(f) The City is authorized by Section 475.60, subdivision 2(9), of the Act to negotiate the sale of the Bonds, it being determined that the City has retained an independent municipal advisor in connection with such sale. The actions of the City staff and the City’s municipal advisor in negotiating the sale of the Bonds are ratified and confirmed in all aspects.

1.02. Award to the Purchaser and Interest Rates. The proposal of _____ in _____, _____ (the “Purchaser”) to purchase the Bonds of the City described in the Official Terms of Proposal thereof is found and determined to be a reasonable offer and is accepted, the proposal being to purchase the Bonds at a price of \$_____ Bonds bearing interest as follows:

<u>Year</u>	<u>Interest Rate</u>
2018	
2019	
2020	
2021	
2022	
2023	
2024	
2025	

1.03. Purchase Contract. Any original issue premium and any rounding amount shall be credited to the Debt Service Fund hereinafter created, or applied to redemption of the Refunded Bonds, as determined by the City Finance Director in consultation with the City’s municipal advisor. The City Finance Director is directed to retain the good faith check of the Purchaser pending completion of the sale of the Bonds, and to return the good faith checks of the

unsuccessful proposers. The Mayor and City Clerk are directed to execute a contract with the Purchaser on behalf of the City.

1.04. Terms and Principal Amounts of the Bonds. The City will forthwith issue and sell the Bonds pursuant to the Act in the total principal amount of \$465,000, originally dated September 7, 2017, in the denomination of \$5,000 each or any integral multiple thereof, numbered No. R-1, upward, bearing interest as above set forth, and maturing serially on February 1 without option of prior payment in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>
2018	\$60,000
2019	55,000
2020	55,000
2021	55,000
2022	60,000
2023	60,000
2024	60,000
2025	60,000

As may be requested by the Purchaser, one or more term Bonds may be issued having mandatory sinking fund redemption and final maturity amounts conforming to the foregoing principal repayment schedule, and corresponding additions may be made to the provisions of the applicable Bond(s).

1.05. No Optional Redemption. The Bonds will not be subject to redemption or prepayment in advance of their maturity.

Section 2. Registration and Payment.

2.01. Registered Form. The Bonds will be issued only in fully registered form. The interest thereon and, upon surrender of each Bond, the principal amount thereof, is payable by check or draft issued by the Registrar described herein.

2.02. Dates; Interest Payment Dates. Each Bond will be dated as of the last interest payment date preceding the date of authentication to which interest on the Bond has been paid or made available for payment, unless (i) the date of authentication is an interest payment date to which interest has been paid or made available for payment, in which case the Bond will be dated as of the date of authentication, or (ii) the date of authentication is prior to the first interest payment date, in which case the Bond will be dated as of the date of original issue. The interest on the Bonds is payable on February 1 and August 1 of each year, commencing February 1, 2018, to the registered owners of record thereof as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

2.03. Registration. The City will appoint a bond registrar, transfer agent, authenticating agent and paying agent (the "Registrar"). The effect of registration and the rights and duties of the City and the Registrar with respect thereto are as follows:

(a) Register. The Registrar must keep at its principal corporate trust office a bond register in which the Registrar provides for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of a Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar will authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer after the 15th day of the month preceding each interest payment date and until that interest payment date.

(c) Exchange of Bonds. When Bonds are surrendered by the registered owner for exchange the Registrar will authenticate and deliver one or more new Bonds of a like aggregate principal amount and maturity as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. Bonds surrendered upon transfer or exchange will be promptly cancelled by the Registrar and thereafter disposed of as directed by the City.

(e) Improper or Unauthorized Transfer. When a Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the Bond until the Registrar is satisfied that the endorsement on the Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar will incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The City and the Registrar may treat the person in whose name a Bond is registered in the bond register as the absolute owner of the Bond, whether the Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on the Bond and for all other purposes, and payments so made to a registered owner or upon the owner's order will be valid and effectual to satisfy and discharge the liability upon the Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. The Registrar may impose a charge upon the owner thereof for a transfer or exchange of Bonds sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to the transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. If a Bond becomes mutilated or is destroyed, stolen or lost, the Registrar will deliver a new Bond of like amount,

number, maturity date and tenor in exchange and substitution for and upon cancellation of the mutilated Bond or in lieu of and in substitution for a Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that the Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Registrar an appropriate bond or indemnity in form, substance and amount satisfactory to it and as provided by law, in which both the City and the Registrar must be named as obligees. Bonds so surrendered to the Registrar will be cancelled by the Registrar and evidence of such cancellation must be given to the City. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms it is not necessary to issue a new Bond prior to payment.

2.04. Appointment of Initial Registrar. The City appoints Bond Trust Services Corporation, Roseville, Minnesota, as the initial Registrar. The Mayor and the City Clerk are authorized to execute and deliver, on behalf of the City, a contract with the Registrar. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, the resulting corporation is authorized to act as successor Registrar. The City agrees to pay the reasonable and customary charges of the Registrar for the services performed. The City reserves the right to remove the Registrar upon 30 days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar must deliver all cash and Bonds in its possession to the successor Registrar and must deliver the bond register to the successor Registrar. On or before each principal or interest due date, without further order of this Council, the City Finance Director must transmit to the Registrar monies sufficient for the payment of all principal and interest then due.

2.05. Execution, Authentication and Delivery. The Bonds will be prepared under the direction of the City Finance Director and executed on behalf of the City by the signatures of the Mayor and the City Clerk, provided that those signatures may be printed, engraved or lithographed facsimiles of the originals. If an officer whose signature or a facsimile of whose signature appears on the Bonds ceases to be such officer before the delivery of a Bond, such signature or facsimile will nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until delivery. Notwithstanding such execution, a Bond will not be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on the Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on a Bond is conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so prepared, executed and authenticated, the City Finance Director will deliver the same to the Purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the Purchaser is not obligated to see to the application of the purchase price.

2.06. Temporary Bonds. The City may elect to deliver in lieu of printed definitive Bonds one or more typewritten temporary Bonds in substantially the form as attached hereto as

EXHIBIT B with such changes as may be necessary to reflect more than one maturity in a single temporary bond. Upon the execution and delivery of definitive Bonds the temporary Bonds will be exchanged therefor and cancelled.

Section 3. Form of Bond.

3.01. Form of Bond. The Bonds will be printed or typewritten in substantially the form as attached hereto as EXHIBIT B.

3.02. Approving Legal Opinion. The City Clerk is directed to obtain a copy of the proposed approving legal opinion of Kennedy & Graven, Chartered, Minneapolis, Minnesota, which is to be complete except as to dating thereof and will cause the opinion to be printed on or accompany each Bond.

Section 4. Payment; Security.

4.01. Funds and Accounts. The Bonds are payable from the Taxable General Obligation Tax Increment Refunding Bonds, Series 2017B Debt Service Fund (the “Debt Service Fund”) hereby created, and Available Tax Increments in the amount necessary to pay when due the principal of and accrued interest on the Bonds after the redemption date is pledged to the Debt Service Fund. The term “Available Tax Increments” means tax increments derived from Presidential Commons Tax Increment District (TIF District 1-1) (“TIF District”) all to the extent pledged to the City by the HRA pursuant to the Pledge Agreement defined in Section 4.05. The City may pledge Available Tax Increments to any other obligation on a parity basis with the pledge hereunder, and may release the pledge of any tax increments hereunder, including release of any parcel within any of the identified TIF District, so long as the remaining pledged tax increments are reasonably expected to pay at least 20% of the principal and interest when due on the outstanding Bonds. There is also appropriated to the Debt Service Fund (i) any amount over the minimum purchase price of the Bonds paid by the Purchaser, to the extent so designated for deposit herein under Section 1.03 hereof, and (ii) any rounding amount. If a payment of principal or interest on the Bonds becomes due when there is not sufficient money in the Debt Service Fund to pay the same, the City Finance Director will pay such principal or interest from the general fund of the City, and the general fund will be reimbursed for those advances out of the proceeds of Available Tax Increments when received.

The debt service fund heretofore established for the Series 2007D Bonds pursuant to the resolution authorizing the issuance and sale of the Series 2007D Bonds (the “Prior Resolution”) shall be terminated on the Redemption Date, and all monies therein shall be transferred to the Debt Service Fund herein created. If a payment of principal or interest on the Bonds becomes due when there is not sufficient money in the Debt Service Fund to pay the same, the City Finance Director will pay such principal or interest from the general fund of the City, and the general fund will be reimbursed for those advances out of Taxes levied by this resolution when collected, or Available Tax Increments when received.

4.02. Refunding Fund. The proceeds of the Bonds, less the appropriations made in Section 4.01 hereof, will be deposited in a separate fund (the “Refunding Fund”) to be used

solely to redeem and prepay the Refunded Bonds. Any balance remaining in the Refunding Fund after the redemption of the Refunded Bonds shall be deposited in the Debt Service Fund herein.

4.03. Investment of Funds. Moneys in the Debt Service Fund will be used solely to pay the principal of and interest on the Bonds or any other bonds hereafter issued and made payable from the Fund and will be invested in accordance with State laws.

4.04. General Obligation Pledge. For the prompt and full payment of the principal and interest on the Bonds, as the same respectively become due, the full faith, credit and taxing powers of the City will be and are hereby irrevocably pledged. If the balance in the Debt Service Fund is ever insufficient to pay all principal and interest then due on the Bonds and any other bonds payable therefrom, the deficiency will be promptly paid out of monies in the general fund of the City which are available for such purpose, and such general fund may be reimbursed with or without interest from the Debt Service Fund when a sufficient balance is available therein. To the extent that it shall ever be necessary to provide full and timely payment of the debt service on the Bonds, the City shall, pursuant to the authority described in this paragraph, levy an ad valorem tax on all taxable property within the City sufficient for such purposes.

4.05. Pledge Agreement. An Amended and Restated Tax Increment Pledge Agreement between the City and the HRA (the "Pledge Agreement") is hereby approved and shall be executed in substantially the form on file with the City, with such additions, deletions, and other changes as are approved by the City Clerk. The Pledge Agreement is to be executed and delivered in order to satisfy the requirements of Minnesota Statutes, Section 469.178, subdivision 2, and Sections 475.58, Subdivision 1, and 475.61, subdivision 1, of the Act. The Pledge Agreement creates rights in the City and the HRA but is not intended to create duties or obligations of the City or the HRA to any other persons (including the beneficial or registered owners of the Bonds) or to create rights in or claims by any other persons (including the beneficial or registered owners of the Bonds) with respect to the Available Tax Increments or other revenues described or referenced in the Pledge Agreement, except to the extent required by applicable law. The City and the HRA may pledge Tax Increments of the TIF District to any other obligation on a parity basis with the pledge hereunder, and may release the pledge of any tax increments hereunder, including release of any parcel within any of the TIF District, so long as the remaining pledged tax increments are reasonably expected to pay at least 20% of the principal and interest when due on the outstanding Bonds.

4.06. Pledge of Tax Increments. It is hereby determined that the estimated collection of Available Tax Increments for payment of principal and interest on the Bonds will produce at least 5% in excess of the amount needed to meet, when due, the principal and interest payments on the Bonds and that no tax levy is needed at this time.

4.07. County Auditor's Certificate as to Registration. The City Clerk is authorized and directed to file a certified copy of this resolution with the County Auditors of Dakota and Rice Counties and to obtain the certificate required by Minnesota Statutes, Section 475.63.

Section 5. Refunding; Findings; Redemption of Refunded Bonds.

5.01. Reduction of Debt Service Cost. It is hereby found and determined that based upon information presently available from the City's municipal advisor, the issuance of the Bonds is consistent with covenants made with the holders thereof and is necessary and desirable for the reduction of debt service cost to the City.

5.02. Debt Coverage on the Refunded Bonds. It is hereby found and determined that the proceeds of the Bonds, along with funds on hand at the City, will be sufficient to redeem and prepay all of the principal of and interest on the Refunded Bonds on October 1, 2017.

5.03. Notice of Call for Redemption. The Refunded Bonds will be redeemed and prepaid on October 1, 2017 in accordance with their terms and in accordance with the terms and conditions set forth in the forms of Notice of Call for Redemption attached hereto as EXHIBIT C which terms and conditions are hereby approved and incorporated herein by reference. The registrar for the Refunded Bonds is authorized and directed to send a copy of the Notices of Call for Redemption to each registered holder of the Refunded Bonds.

Section 6. Authentication of Transcript.

6.01. City Proceedings and Records. The officers of the City are authorized and directed to prepare and furnish to the Purchaser and to the attorneys approving the Bonds, certified copies of proceedings and records of the City relating to the Bonds and to the financial condition and affairs of the City, and such other certificates, affidavits and transcripts as may be required to show the facts within their knowledge or as shown by the books and records in their custody and under their control, relating to the validity and marketability of the Bonds, and such instruments, including any heretofore furnished, may be deemed representations of the City as to the facts stated therein.

6.02. Certificate as to Official Statement. The Mayor, City Clerk and Finance Director are hereby authorized and directed to certify that they have examined the Official Statement prepared and circulated in connection with the issuance and sale of the Bonds and that to the best of their knowledge and belief the Official Statement is a complete and accurate representation of the facts and representations made therein as of the date of the Official Statement.

6.03. Payment of Costs of Issuance. The City authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to KleinBank, Chaska, Minnesota on the closing date for further distribution as directed by the City's municipal advisor, Ehlers & Associates, Inc.

Section 7. Book-Entry System; Limited Obligation of City.

7.01. DTC. The Bonds will be initially issued in the form of a separate single typewritten or printed fully registered Bond for each of the maturities set forth in Section 1.03 hereof. Upon initial issuance, the ownership of each Bond will be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee for The Depository Trust

Company, New York, New York, and its successors and assigns (“DTC”). Except as provided in this section, all of the outstanding Bonds will be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC.

7.02. Participants. With respect to Bonds registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, the City, the Registrar and the Paying Agent will have no responsibility or obligation to any broker dealers, banks and other financial institutions from time to time for which DTC holds Bonds as securities depository (the “Participants”) or to any other person on behalf of which a Participant holds an interest in the Bonds, including but not limited to any responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any Participant or any other person (other than a registered owner of Bonds, as shown by the registration books kept by the Registrar,) of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any Participant or any other person, other than a registered owner of Bonds, of any amount with respect to principal of, premium, if any, or interest on the Bonds. The City, the Registrar and the Paying Agent may treat and consider the person in whose name each Bond is registered in the registration books kept by the Registrar as the holder and absolute owner of such Bond for the purpose of payment of principal, premium and interest with respect to such Bond, for the purpose of registering transfers with respect to such Bonds, and for all other purposes. The Paying Agent will pay all principal of, premium, if any, and interest on the Bonds only to or on the order of the respective registered owners, as shown in the registration books kept by the Registrar, and all such payments will be valid and effectual to fully satisfy and discharge the City’s obligations with respect to payment of principal of, premium, if any, or interest on the Bonds to the extent of the sum or sums so paid. No person other than a registered owner of Bonds, as shown in the registration books kept by the Registrar, will receive a certificated Bond evidencing the obligation of this resolution. Upon delivery by DTC to the City Clerk of a written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the words “Cede & Co.,” will refer to such new nominee of DTC; and upon receipt of such a notice, the City Clerk will promptly deliver a copy of the same to the Registrar and Paying Agent.

7.03. Representation Letter. The City has heretofore executed and delivered to DTC a Blanket Issuer Letter of Representations (the “Representation Letter”) which shall govern payment of principal of, premium, if any, and interest on the Bonds and notices with respect to the Bonds. Any Paying Agent or Registrar subsequently appointed by the City with respect to the Bonds will agree to take all action necessary for all representations of the City in the Representation letter with respect to the Registrar and Paying Agent, respectively, to be complied with at all times.

7.04. Transfers Outside Book-Entry System. In the event the City, by resolution of the City Council, determines that it is in the best interests of the persons having beneficial interests in the Bonds that they be able to obtain Bond certificates, the City will notify DTC, whereupon DTC will notify the Participants, of the availability through DTC of Bond certificates. In such event the City will issue, transfer and exchange Bond certificates as requested by DTC and any other registered owners in accordance with the provisions of this Resolution. DTC may

determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the City and discharging its responsibilities with respect thereto under applicable law. In such event, if no successor securities depository is appointed, the City will issue and the Registrar will authenticate Bond certificates in accordance with this resolution and the provisions hereof will apply to the transfer, exchange and method of payment thereof.

7.05. Payments to Cede & Co. Notwithstanding any other provision of this Resolution to the contrary, so long as a Bond is registered in the name of Cede & Co., as nominee of DTC, payments with respect to principal of, premium, if any, and interest on the Bond and notices with respect to the Bond will be made and given, respectively in the manner provided in DTC's Operational Arrangements, as set forth in the Representation Letter.

Section 8. Continuing Disclosure.

8.01. Execution of Continuing Disclosure Certificate. "Continuing Disclosure Certificate" means that certain Continuing Disclosure Certificate on file with the City Clerk, as it may be amended from time to time in accordance with the terms thereof. The Mayor and City Clerk are hereby directed to execute the Continuing Disclosure Certificate on behalf of the City.

8.02. City Compliance with Provisions of Continuing Disclosure Certificate. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Resolution, failure of the City to comply with the Continuing Disclosure Certificate is not to be considered an event of default with respect to the Bonds; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under the Continuing Disclosure Certificate.

Section 9. Defeasance. When all Bonds and all interest thereon, have been discharged as provided in this section, all pledges, covenants and other rights granted by this resolution to the holders of the Bonds will cease, except that the pledge of the full faith and credit of the City for the prompt and full payment of the principal of and interest on the Bonds will remain in full force and effect. The City may discharge all Bonds which are due on any date by depositing with the Registrar or in escrow on or before that date a sum sufficient for the payment thereof in full. If any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued to the date of such deposit.

Section 10. Effective Date. This resolution shall be in full force and effect from and after its passage

PASSED by the City Council of the City of Northfield, Minnesota this 8th day of August, 2017.

ATTEST:

City Clerk

Mayor

VOTE: ___ POWNELL ___ DELONG ___ COLBY ___ NAKASIAN
 ___ PETERSON WHITE ___ NESS ___ ZWEIFEL

STATE OF MINNESOTA)
)
COUNTIES OF DAKOTA)
AND RICE) SS.
)
CITY OF NORTHFIELD)

I, the undersigned, being the duly qualified and acting City Clerk of the City of Northfield, Dakota and Rice Counties, Minnesota, do hereby certify that I have carefully compared the attached and foregoing extract of minutes of a regular meeting of the City Council of the City held on August 8, 2017 with the original minutes on file in my office and the extract is a full, true and correct copy of the minutes insofar as they relate to the issuance and sale of \$465,000 Taxable General Obligation Tax Increment Refunding Bonds, Series 2017B of the City.

WITNESS my hand officially as such City Clerk this _____ day of _____,
2017.

(SEAL)

City Clerk

STATE OF MINNESOTA

COUNTY OF DAKOTA

COUNTY AUDITOR'S
CERTIFICATE AS TO
REGISTRATION WHERE NO AD
VALOREM TAX LEVY AND
FILING OF TAX INCREMENT
PLEDGE AGREEMENT

I, the undersigned County Auditor of Dakota County, Minnesota, hereby certify that a resolution adopted by the City Council of the City of Northfield, Minnesota, on August 8, 2017, relating to Taxable General Obligation Tax Increment Refunding Bonds, Series 2017B, in the amount of \$465,000, dated September 7, 2017, together with the Amended and Restated Tax Increment Pledge Agreement between the City of Northfield and the Northfield Housing and Redevelopment Authority, Minnesota, dated September 7, 2017, has been filed in my office and said obligations have been registered on the register of obligations in my office.

WITNESS My hand and official seal this ____ day of August, 2017.

(SEAL)

County Auditor
Dakota County, Minnesota

Deputy

STATE OF MINNESOTA

COUNTY OF RICE

COUNTY AUDITOR'S
CERTIFICATE AS TO
REGISTRATION WHERE NO AD
VALOREM TAX LEVY AND
FILING OF TAX INCREMENT
PLEDGE AGREEMENT

I, the undersigned County Auditor of Rice County, Minnesota, hereby certify that a resolution adopted by the City Council of the City of Northfield, Minnesota, on August 8, 2017, relating to Taxable General Obligation Tax Increment Refunding Bonds, Series 2017B, in the amount of \$465,000, dated September 7, 2017, together with the Amended and Restated Tax Increment Pledge Agreement between the City of Northfield and the Northfield Housing and Redevelopment Authority, Minnesota, dated September 7, 2017, has been filed in my office and said obligations have been registered on the register of obligations in my office.

WITNESS My hand and official seal this ____ day of August, 2017.

(SEAL)

County Auditor
Rice County, Minnesota

Deputy

**EXHIBIT A
PROPOSALS**

EXHIBIT B

FORM OF BOND

No. R-____ UNITED STATES OF AMERICA \$_____
STATE OF MINNESOTA
COUNTIES OF HENNEPIN
CITY OF NORTHFIELD

TAXABLE GENERAL OBLIGATION TAX INCREMENT REFUNDING BOND, SERIES 2017B

<u>Rate</u>	<u>Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	February 1, 20__	September 7, 2017	

Registered Owner: Cede & Co.

The City of Northfield, Minnesota, a duly organized and existing municipal corporation in Dakota and Rice Counties, Minnesota (the "City"), acknowledges itself to be indebted and for value received promises to pay to the Registered Owner specified above, or registered assigns, in the manner hereinafter set forth, unless called for earlier redemption, the principal amount specified above, on the maturity date specified above, and to pay interest thereon semiannually on February 1 and August 1 of each year (each, an "Interest Payment Date"), commencing February 1, 2018, at the rate per annum specified above (calculated on the basis of a 360-day year of twelve 30-day months) until the principal sum is paid or has been provided for. This Bond will bear interest from the most recent Interest Payment Date to which interest has been paid or, if no interest has been paid, from the date of original issue hereof. The principal of and premium, if any, on this Bond are payable upon presentation and surrender hereof at the principal office of Bond Trust Services Corporation, Roseville, Minnesota, as Registrar, Paying Agent, Transfer Agent and Authenticating Agent, or any successor paying agent duly appointed by the Issuer. Interest on this Bond will be paid on each Interest Payment Date by check or draft mailed to the person in whose name this Bond is registered (the "Holder" or "Bondholder") on the registration books of the Issuer maintained by the Bond Registrar and at the address appearing thereon at the close of business on the fifteenth day of the calendar month next preceding such Interest Payment Date (the "Regular Record Date"). Any interest not so timely paid shall cease to be payable to the person who is the Holder hereof as of the Regular Record Date, and shall be payable to the person who is the Holder hereof at the close of business on a date (the "Special Record Date") fixed by the Bond Registrar whenever money becomes available for payment of the defaulted interest. Notice of the Special Record Date shall be given to Bondholders not less than ten days prior to the Special Record Date. The principal of and premium, if any, and interest on this Bond are payable in lawful money of the United States of America. So long as

this Bond is registered in the name of the Depository or its Nominee as provided in the Resolution hereinafter described, and as those terms are defined therein, payment of principal of, premium, if any, and interest on this Bond and notice with respect thereto shall be made as provided in the Letter of Representations, as defined in the Resolution, and surrender of this Bond shall not be required for payment of the redemption price upon a partial redemption of this Bond. Until termination of the book-entry only system pursuant to the Resolution, Bonds may only be registered in the name of the Depository or its Nominee.

This Bond is one of an issue in the aggregate principal amount of \$465,000 all of like original issue date and tenor, except as to number, maturity date, and interest rate, all issued pursuant to a resolution adopted by the City Council on August 8, 2017 (the "Resolution"), for the purpose of providing money to refund the outstanding principal amount of certain general obligation bonds of the City, pursuant to and in full conformity with the home rule charter of the City and the Constitution and laws of the State of Minnesota, including Minnesota Statutes, Sections 475.67 and the principal hereof and interest hereon are payable primarily from tax increments resulting from increases in the taxable value of real property in certain tax increment financing districts in the City as set forth in the Resolution to which reference is made for a full statement of rights and powers thereby conferred. The full faith and credit of the City are irrevocably pledged for payment of this Bond and the City Council has obligated itself to levy ad valorem taxes on all taxable property in the City in the event of any deficiency in tax increments pledged, which taxes may be levied without limitation as to rate or amount. The Bonds of this series are issued only as fully registered Bonds in denominations of \$5,000 or any integral multiple thereof of single maturities.

The Bonds of this issue (the "Bonds") are not subject to prepayment in advance of their maturity.

As provided in the Resolution and subject to certain limitations set forth therein, this Bond is transferable upon the books of the City at the principal office of the Registrar, by the registered owner hereof in person or by the owner's attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's attorney; and may also be surrendered in exchange for Bonds of other authorized denominations. Upon such transfer or exchange the City will cause a new Bond or Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The City and the Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof, whether this Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the City nor the Registrar will be affected by any notice to the contrary.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the home rule charter of the City and the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed preliminary to and

in the issuance of this Bond in order to make it a valid and binding general obligation of the City in accordance with its terms, have been done, do exist, have happened and have been performed as so required, and that the issuance of this Bond does not cause the indebtedness of the City to exceed any constitutional, charter or statutory limitation of indebtedness.

This Bond is not valid or obligatory for any purpose or entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon has been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Northfield, Dakota and Rice Counties, Minnesota, by its City Council, has caused this Bond to be executed on its behalf by the facsimile or manual signatures of the Mayor and City Clerk and has caused this Bond to be dated as of the date set forth below.

Dated: _____, 2017

CITY OF NORTHFIELD,
MINNESOTA

(Facsimile)
City Clerk

(Facsimile)
Mayor

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds delivered pursuant to the Resolution mentioned within.

Bond Trust Services Corporation

By _____
Authorized Representative

The following abbreviations, when used in the inscription on the face of this Bond, will be construed as though they were written out in full according to applicable laws or regulations:

UNIF GIFT MIN ACT _____ Custodian _____
(Cust) (Minor)

under Uniform Gifts or
Transfers to Minors
Act

(State)

ASSIGNMENT

Dated: _____

Signature Guaranteed:

The Registrar will not effect transfer of this Bond unless the information concerning the assignee requested below is provided.

(Include information for all joint owners if this
Bond is held by joint account.)

Please insert social security or other
identifying number of assignee

PROVISIONS AS TO REGISTRATION

The ownership of the principal of and interest on the within Bond has been registered on the books of the Registrar in the name of the person last noted below.

Date of Registration

Registered Owner

Signature of
Officer of Registrar

Cede & Co.
Federal ID #13-2555119

EXHIBIT C

NOTICE OF CALL FOR REDEMPTION

\$960,000
CITY OF NORTHFIELD, MINNESOTA
TAXABLE GENERAL OBLIGATION TAX INCREMENT REFUNDING BONDS
SERIES 2007D

NOTICE IS HEREBY GIVEN that, by order of the City Council of the City of Northfield, Dakota and Rice Counties, Minnesota (the "City"), there have been called for redemption and prepayment on

October 1, 2017

all outstanding bonds of the City designated as Taxable General Obligation Tax Increment Refunding Bonds, Series 2007D, dated November 7, 2007, having stated maturity dates of February 1 in the year 2022, totaling \$435,000 in principal amount, and with the following CUSIP numbers:

<u>Year of Maturity</u>	<u>Amount</u>	<u>CUSIP Number</u>
2022*	\$435,000	666178 3Z9
* Term Bond		

The bonds are being called at a price of par plus accrued interest to October 1, 2017, on which date all interest on said bonds will cease to accrue. Holders of the bonds hereby called for redemption are requested to present their bonds for payment at the main office of U.S. Bank National Association, in the City of St. Paul, Minnesota, on or before October 1, 2017, at the following address:

If by mail:

U.S. Bank National Association
Corporate Trust Operations, 3rd Floor
P.O. Box 64111
St. Paul, MN 55164-0111

If by hand or overnight:

U.S. Bank National Association
60 Livingston Avenue
EP-MN-WS3C
Bond Drop Window, 1st Floor
St. Paul, MN 55107

Important Notice: In compliance with the Economic Growth and Tax Relief Reconciliation Act of 2003, the City is required to withhold a specified percentage of the principal amount of the redemption price payable to the holder of any Bonds subject to redemption and prepayment on the Redemption Date, unless the City is provided with the Social Security Number or Federal Employer Identification Number of the holder, properly certified. Submission of a fully executed Request for Taxpayer Identification Number and Certification, Form W-9, will satisfy the requirements of this paragraph.

The Registrar will not be responsible for the selection or use of the CUSIP number, nor is any representation made as to the correctness indicated in the Redemption Notice or on any Bond. It is included solely for convenience of the Holders.

Additional information may be obtained from:

U.S. Bank National Association
Corporate Trust Division
Bondholder Services (800) 525-8574

Dated: August 8, 2017.

BY ORDER OF THE CITY COUNCIL