

CITY OF NORTHFIELD, MINNESOTA

RESOLUTION 2018-135  
RESOLUTION APPROVING AND AUTHORIZING THE  
EXECUTION OF A SECOND AMENDED AND RESTATED  
INDENTURE OF TRUST RELATED TO HOSPITAL REVENUE  
BONDS

WHEREAS, the City of Northfield, Minnesota (the “City”) owns and operates a municipal hospital, nursing home and related medical facilities and health care facilities (the “Hospital”) pursuant to its City Charter and Minnesota Statutes, Sections 447.45 through 447.50, as amended (the “Act”);

WHEREAS, the City has previously entered into that certain Mortgage and Security Agreement and Indenture of Trust, dated as of November 1, 2001, between the City and the Trustee Wells Fargo Bank, National Association, (the “Trustee”), as amended pursuant to an Amended and Restated Indenture of Trust dated as of August 1, 2016, between the City and the Trustee (as previously amended, the “Existing Indenture”);

WHEREAS, with the consent of the holders of all bonds previously issued under the Existing Indenture, the City and Trustee have agreed to change the definition of “Operating Expenses” (defined herein) and have determined, for purposes of convenience, to amend and restate the terms of the Existing Indenture in its entirety, as set for in that certain Second Amended and Restated Indenture of Trust (the “Second Amended Indenture”); and

BE IT RESOLVED by the City Council (the “Council”) of the City of Northfield, Minnesota (the “City”), that:

Section 1. Approval of Second Amended Indenture.

1.01. The City hereby approves the Second Amended Indenture substantially in accordance with the terms set forth in the form presented to this Council, together with any related documents necessary in connection therewith, (collectively, the “Amendment Documents”) and hereby authorizes the Mayor and City Clerk to execute the Amendment Documents on behalf of the City, and to carry out, on behalf of the City, the City’s obligations thereunder when all conditions precedent thereto have been satisfied.

1.02. 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 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 City. The execution of any instrument by the appropriate officers of the City 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 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 duly designated acting official, or by such other officer or officers of the Council as, in the opinion of counsel to the City, may act in their behalf.

1.03. Upon execution and delivery of the Amendment Documents, the officers and employees of the City are hereby authorized and directed to take or cause to be taken such actions as may be necessary on behalf of the City to implement the Amendment Documents, when all conditions precedent thereto have been satisfied.

1.04. The Council hereby determines that the execution and performance of the Amendment Documents will help realize the public purposes of the Act.

PASSED by the City Council of the City of Northfield, Minnesota this 11th day of December, 2018.

ATTEST:

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

\_\_\_\_\_  
Mayor

VOTE:      \_\_\_ POWNELL    \_\_\_ DELONG    \_\_\_ COLBY    \_\_\_ NAKASIAN  
              \_\_\_ PETERSON WHITE    \_\_\_ NESS    \_\_\_ ZWEIFEL