

**CERTIFICATION OF MINUTES OF A MEETING OF THE CITY  
COUNCIL OF THE CITY OF MARSHALL, MINNESOTA  
RELATING TO PUBLIC UTILITY REVENUE BONDS,  
SERIES 2025C**

Pursuant to due call and notice thereof, a regular meeting of the Council of the City of Marshall, Minnesota, was duly held at the City Hall in said City on Tuesday, July 22, 2025, commencing at 5:30 p.m.

The following members were present:

and the following were absent:

Council Member \_\_\_\_\_ introduced and moved the adoption of the attached written Resolution No. 25-056, (the “Resolution”) entitled:

**RESOLUTION APPROVING THE ISSUANCE OF THE CITY’S PUBLIC UTILITY REVENUE BONDS, SERIES 2025C, IN THE PROPOSED AGGREGATE PRINCIPAL AMOUNT OF \$19,765,000, AND AUTHORIZING CERTAIN OTHER ACTIONS TO BE TAKEN BY THE MARSHALL MUNICIPAL UTILITIES COMMISSION WITH RESPECT THERETO**

The motion for the adoption of the Resolution was duly seconded by Council Member \_\_\_\_\_ and upon a vote being taken thereon, the following Council Members voted AYE:

and the following voted NAY:

## RESOLUTION 25-056

### RESOLUTION APPROVING THE ISSUANCE OF THE CITY'S PUBLIC UTILITY REVENUE BONDS, SERIES 2025C, IN THE PROPOSED AGGREGATE PRINCIPAL AMOUNT OF \$19,765,000, AND AUTHORIZING CERTAIN OTHER ACTIONS TO BE TAKEN BY THE MARSHALL MUNICIPAL UTILITIES COMMISSION WITH RESPECT THERETO

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MARSHALL, in regular meeting assembled:

#### Section 1. Findings; Determinations.

1.01. The Marshall Municipal Utilities Commission (the "Commission") was established under Chapter 13 of the Charter of the City of Marshall, Minnesota (the "Charter"), and was granted exclusive jurisdiction, control and management of all the municipal water, light, power, and electric operations of the City of Marshall, Minnesota (the "City"). The Commission is comprised of five voting commissioners and the management and operation of the electric and water systems of the City are under the control of the general manager appointed by the Commission.

1.02. The City is authorized by Minnesota Statutes, Chapter 453, as amended (the "Electric Utility Act"), to issue bonds to finance the acquisition or construction of any plant, works, system, facilities, and real and personal property of any nature whatsoever, together with all parts thereof and appurtenances thereto, used or useful in the generation, production, transmission, purchase, sale, exchange, or interchange of electric energy or any interest therein or capacity thereof. Rents, rates, and charges may be established, levied, and collected in connection with the electric utility system of the City and may be pledged to the payment of the principal of and interest on bonds issued to finance the electric utility system of the City.

1.03. The City is authorized by Minnesota Statutes, Chapter 444, as amended (the "Water Utility Act"), to issue bonds to finance the building, constructing, reconstructing, repairing, enlarging, or improving waterworks systems, including mains, valves, hydrants, service connections, wells, pumps, reservoirs, tanks, treatment plants, and other appurtenances of a waterworks system. Just and equitable charges for the use and for the availability of, and for connections to, the waterworks system of the Commission may be imposed and the net revenues of the waterworks system may be pledged to secure the payment of the principal of and interest on bonds issued to finance the waterworks system of the City.

1.04. Pursuant to Section 13.04, subdivision 8, of the Charter of the City, subject to applicable laws of the State of Minnesota and subject to approval by the City Council of the City, the Commission may authorize the issuance and sale of bonds to finance capital improvements to the electric and water utility systems of the City.

#### Section 2. Approvals.

2.01. This City Council hereby authorizes and approves the adoption of a resolution by the Commission authorizing the issuance of bonds of the City under the Electric Utility Act and the Water Utility Act, to be designated "Public Utility Revenue Bonds, Series 2025C" (the "Bonds"), in the proposed aggregate principal amount of \$19,765,000. The Commission resolution authorizing the issuance of the Bonds established the terms of the Bonds, set a date for the receipt of proposals to

purchase the Bonds, and authorized the preparation of an official statement with respect to the Bonds. The Bonds will be special obligations of the City payable solely from the net revenues of the municipal electric utility system and the municipal waterworks system of the City and shall not constitute a debt for which the full faith and credit or taxing powers of the City will be pledged. The Commission resolution authorizing the issuance of the Bonds is hereby ratified and shall have the same force and effect as if such resolution had been adopted by this City Council.

2.02. This City Council hereby authorizes and approves the adoption of a resolution or resolutions by the Commission awarding the sale of the Bonds, fixing the forms and details of the Bonds, establishing the terms of the Bonds and the security therefor, and providing for the execution and delivery of the Bonds. Such resolution or resolutions of the Commission shall have the same force and effect as if such resolution or resolutions had been adopted by this City Council.

2.03. This City Council hereby approves the selection of Baker Tilly Municipal Advisors, LLC, as municipal advisor to the City and the Commission, to assist in the offer and sale of the Bonds, and hereby approves the selection of Kutak Rock LLP, as bond counsel to the City and the Commission, to render an approving legal opinion with respect to the Bonds.

Section 3.        Reimbursement.

3.01. The Commission has or may have incurred certain expenditures with respect to the installation of four diesel-fired distribution electric generators in the City to add to their existing reserved capacity resources to add to their existing reserved capacity resources (the “Electric Generator Project”) and water main improvements related to College Drive (the “Water Main Project”) that were financed temporarily from other sources but are expected to be reimbursed with proceeds of the Series 2025C Bonds.

3.02. By Resolution No. 25-051 adopted on June 24, 2025, the City Council of the City declared its official intent to reimburse certain costs of the Electric Generator Project from the proceeds tax-exempt bonds or other obligations to be issued in an estimated maximum principal amount of \$15,700,000 (the “Electric Generator Project Declaration”) for purposes of Section 1.150-2 of the Treasury Regulations promulgated under the Internal Revenue Code of 1986.

3.03. By a Joint Resolution of the City and the Commission approving a 2025 Partnership Agreement, approved by the City Council on October 22, 2024 and by the Commission on November 20, 2024, the City and the Commission stated with respect to the Marshall Municipal Utilities Capital Funding Plan, Agreement Number 7A.1.14, signed by the City on October 22, 2024 and by the Commission on November 20, 2024, as to “their respective capital improvements funded by municipal bonding . . . [that] MMU anticipates issuing additional Public Utility revenue bonds during 2025 for \$ 10.7 million.” Further, pursuant to Resolution No. 209, adopted by the Commission on December 18, 2025, the Commission adopted its official operating and capital budget for calendar year 2025 (the “2025 Budget”). The 2025 Budget sets forth a “Water Department – Summary Capital Improvement Projects Budget,” which includes a bonding amount of \$2,500,000 for College Drive. Together, these proceedings constitute a declaration of official intent to reimburse certain costs of the Water Main Project from the proceeds tax-exempt bonds or other obligations to be issued in an estimated maximum principal amount of \$2,500,000 (the “Water Main Project Declaration”) for purposes of Section 1.150-2 of the Treasury Regulations. The City Council hereby ratifies and clarifies the Water Main Project Declaration.

Passed and adopted this July 22, 2025.

**CITY OF MARSHALL, MINNESOTA**

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Robert J. Byrnes  
Mayor

Attest:

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Steven Anderson  
City Clerk

**RESOLUTION NO. 25-056**

The attached resolution was adopted by the City Council of the City of Marshall on July 22, 2025.

The question was on the adoption of the resolution, and there were \_\_\_\_\_ AYE votes and \_\_\_\_\_ NAY votes as follows:

| <b>CITY OF MARSHALL<br/>CITY COUNCIL MEMBERS</b> | <b>Yes</b> | <b>No</b> | <b>Other</b> |
|--|------------|-----------|--------------|
| Robert J. Byrnes, Mayor                          | _____      | _____     | _____        |
| John Alcorn (Ward I)                             | _____      | _____     | _____        |
| Amanda Schroeder (Ward I)                        | _____      | _____     | _____        |
| See Moua-Leske (Ward II)                         | _____      | _____     | _____        |
| Amanda Schwartz (Ward II)                        | _____      | _____     | _____        |
| James Lozinski (Ward III)                        | _____      | _____     | _____        |
| Craig Schafer (Ward III)                         | _____      | _____     | _____        |

RESOLUTION ADOPTED.

ATTEST:

\_\_\_\_\_  
Secretary to the Council