

Extract of Minutes of Meeting
of the City Council of
the City of Spring Lake Park, Anoka and Ramsey Counties, Minnesota

Pursuant to due call and notice thereof a regular meeting of the City Council of the City of Spring Lake Park, Minnesota, was duly called and held via teleconference in said City on Tuesday, the 19th day of January, 2021, at 7:00 o'clock P.M. The teleconference was held in accordance with Minnesota Statutes, Section 13D.021.

The following members were present:

and the following were absent:

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The Mayor announced that the next order of business was ratification of the purchase of the City's General Obligation Improvement Refunding Bonds, Series 2021A, to be issued in the original aggregate principal amount of \$1,455,000.

The City Administrator presented an offer of Northland Securities, Inc. to purchase the Bonds that had been submitted to the City pursuant to Council direction.

After due consideration of the proposal, Member _____ then introduced the following resolution and moved its adoption:

RESOLUTION NO. 21-03

RATIFYING THE SALE OF GENERAL OBLIGATION IMPROVEMENT REFUNDING BONDS, SERIES 2021A, IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$1,455,000; FIXING THEIR FORM AND SPECIFICATIONS; DIRECTING THEIR EXECUTION AND DELIVERY; PROVIDING FOR THEIR PAYMENT; AND PROVIDING FOR THE REDEMPTION OF BONDS REFUNDED THEREBY

BE IT RESOLVED By the City Council (the “City Council”) of the City of Spring Lake Park, Anoka and Ramsey Counties, Minnesota (the “City”), as follows:

Section 1. Background. It is found that:

1.01 Pursuant to Minnesota Statutes, Chapters 429 and 475, as amended, and a resolution adopted by the City on May 5, 2014 (the “Prior Resolution”), the City issued its General Obligation Improvement Bonds, Series 2014A in the original aggregate principal amount of \$2,845,000, dated June 15, 2014, the December 15, 2021 through and including December 15, 2025 maturities of which are callable at any time (the “Series 2014A Bonds”) which previously financed street improvements within the City (the “Improvements”).

1.02 The City is authorized by Minnesota Statutes, Chapter 475, including Section 475.67, subdivision 3, 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 costs to the City.

1.03 The City finds it necessary, expedient, and desirable to the sound financial management of the affairs of the City and to reduce debt costs of the City to issue its \$1,455,000 General Obligation Improvement Refunding Bonds, Series 2021A (the “Bonds”), to refund the Series 2014A Bonds.

1.04 Pursuant to a resolution adopted November 2, 2020, the City has heretofore authorized the Mayor and City Administrator to negotiate the sale of the Bonds to and execute a bond purchase agreement with Northland Securities, Inc. (the “Purchaser”) subject to a principal amount not to exceed \$1,550,000 and provided that the total net present value savings is at least 3% (the “Bond Purchase Agreement”).

1.05 The Purchaser will purchase the Bonds in an arm’s length commercial transaction with the City. The City hereby retains Blue Rose Capital Advisors (“Blue Rose”) to act as an independent municipal advisor for the purpose of reviewing the pricing fairness associated with the purchase and subsequent reoffering of the Bonds. The Mayor and City Administrator are hereby authorized to execute an agreement with Blue Rose for such purpose. It being thus determined that the City has retained an independent municipal advisor in connection with such sale, the City is authorized by Minnesota Statutes, Section 475.60, subdivision 2(9) to negotiate the sale of the Bonds.

Section 2. Sale of Bonds.

2.01 Award to the Purchaser and Interest Rates. The offer of the Purchaser as set forth in the Bond Purchase Agreement executed by the Mayor and City Administrator is found and determined to be a reasonable offer and provides net present value debt service savings of 3.449% compared to the debt service

on the Series 2014A Bonds and, therefore, is accepted and ratified, the proposal being to purchase the Bonds at a price of \$1,501,330.15 (par amount of \$1,455,000.00, plus original issue premium of \$62,335.15, less underwriter's discount of \$16,005.00), plus accrued interest to date of delivery, if any, for Bonds bearing interest as follows:

<u>Year of Maturity</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Interest Rate</u>
2021	2.00%	2024	2.00%
2022	2.00	2025	2.00
2023	2.00		

2.02 Purchase Contract. The amount proposed by the Purchaser in excess of the minimum bid shall be credited to the Debt Service Fund hereinafter created or deposited in the Redemption Fund hereinafter created, as determined by the City Administrator upon consultation with the City's municipal advisor. The execution of the Bond Purchase Agreement with the Purchaser by the Mayor and City Administrator on behalf of the City is hereby ratified.

2.03 Terms and Principal Amounts of the Bonds. The City will forthwith issue and sell the Bonds to the Purchaser pursuant to the Act, in the original aggregate principal amount of \$1,455,000, originally dated the date of fully registered form, in denominations of \$5,000 each or any integral multiple thereof, numbered No. R-1 and upward, bearing interest as above set forth, and maturing serially on December 15 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2021	\$300,000	2024	\$290,000
2022	295,000	2025	275,000
2023	295,000		

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

Section 3. Registration and Payment.

3.01 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.

3.02 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 June 15 and December 15 of each year, commencing June 15, 2021, to the registered owners of record thereof as of the close of business on the 1st day of the month, whether or not that day is a business day.

3.03 Registration. The City will appoint, and will maintain, 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 fifteenth 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 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 any 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 of 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.

(i) **Redemption.** In the event any of the Bonds are called for redemption, notice thereof identifying the Bonds to be redeemed will be given by the Registrar by mailing a copy of the redemption notice by first class mail (postage prepaid) in accordance with the requirements of DTC to the registered owner of each Bond to be redeemed at the address shown on the registration books kept by the Registrar and by publishing the notice if required by law. Failure to give notice by publication or by mail to any registered owner, or any defect therein, will not affect the validity of the proceedings for the redemption of Bonds. Bonds so called for redemption will cease to bear interest after the specified redemption date, provided that the funds for the redemption are on deposit with the place of payment at that time.

3.04 **Appointment of Initial Registrar.** The City appoints Northland Trust Services, Inc., Minneapolis, Minnesota, as the initial Registrar. The Mayor and the City Administrator 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 the City Council, the City Administrator or a designee must transmit to the Registrar monies sufficient for the payment of all principal and interest then due.

3.05 **Execution, Authentication and Delivery.** The Bonds will be prepared under the direction of the City Administrator and executed on behalf of the City by the signatures of the Mayor and the City Administrator, 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 any Bond, that 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 Administrator 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.

Section 4. **Form of Bond.**

4.01 **Execution of the Bonds.** The Bonds will be printed or typewritten in substantially the form as attached hereto as **EXHIBIT A**.

4.02 **Approving Legal Opinion.** The City Administrator is directed to obtain a copy of the proposed approving legal opinion of Kennedy & Graven, Chartered, Minneapolis, Minnesota, and to cause the opinion to be printed on or accompany each Bond.

Section 5. **Funds and Accounts; Payment; Security; Pledges and Covenants.**

5.01 **Debt Service Fund.** The Bonds will be payable from the General Obligation Improvement Refunding Bonds, Series 2021A Debt Service Fund (the "Debt Service Fund") hereby created. The Debt

Service Fund shall be administered and maintained by the City Administrator as a bookkeeping account separate and apart from all other funds maintained in the official financial records of the City. There is appropriated to the Debt Service Fund (i) capitalized interest financed from Bond proceeds, if any (ii) any amount over the minimum purchase price of the Bonds paid by the Purchaser, to the extent designated for deposit in the Debt Service Fund in accordance with Section 2.02 hereof; (iii) the accrued interest paid by the Purchaser upon closing and delivery of the Bonds, if any; (iv) proceeds of the ad valorem taxes hereinafter levied (the "Taxes") for the payment of the Bonds; (v) special assessments (the "Assessments") levied for the Improvements refinanced with the proceeds of the Bonds; and (vi) any and all other money which are properly available and are appropriated by the City Council to the Debt Service Fund. There is also appropriated to the Debt Service Fund: (a) any balance remaining after February 17, 2021 (the "Redemption Date") in the debt service fund created by the Prior Resolution; (b) after the Redemption Date, all taxes collected with respect to the Series 2014A Bonds pursuant to levies made in the Prior Resolution, which levies will not be cancelled except as permitted by Section 475.61, subdivision 3 of the Act, as further provided in Section 4.06; and (c) any balance remaining in the Redemption Fund established pursuant to Section 4.02 after the Redemption Date.

5.02 Redemption Fund. Proceeds of the Bonds, together with any other funds appropriated for the redemption and prepayment of the Series 2014A Bonds, less the appropriations made in Section 5.01, shall be deposited in a separate fund (the "Redemption Fund") to be used solely to redeem and prepay the Series 2014A Bonds on the Redemption Date. Any balance remaining in the Redemption Fund after the redemption of the Series 2014A Bonds on the Redemption Date, shall be deposited in the Debt Service Fund.

5.03 Prior Debt Service Fund. The debt service fund heretofore established for the Series 2014A Bonds pursuant to the Prior Resolution, shall be closed following the redemption of the Series 2014A Bonds, and all monies therein shall be transferred to the Debt Service Fund herein created.

5.04 Prior Resolution Pledges. The pledges and covenants of the City made by the Prior Resolution relating to the Improvements financed with the proceeds of the Series 2014A Bonds and the levy and collection of special assessments against property benefited by the Improvements and ad valorem taxes are restated and confirmed in all respects. The provisions of the Prior Resolution are hereby supplemented to the extent necessary to give full effect to the provisions hereof.

5.05 General Obligation Pledge. For the prompt and full payment of the principal of 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 money 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.

5.06 Pledge of Tax Levy. For the purpose of paying the principal of and interest on the Bonds, there is hereby levied a direct annual irrepealable ad valorem tax upon all of the taxable property in the City, which will be spread upon the tax rolls and collected with and as part of other general taxes of the City. Such Taxes will be credited to the Debt Service Fund above provided and will be in the years and amounts attached hereto as **EXHIBIT B**.

5.07 Certification to County Auditor as to Debt Service Fund Amount. It is hereby determined that the estimated collection of the foregoing Taxes and Assessments will produce at least 5% in excess of the amount needed to meet when due the principal and interest payments on the Bonds. The tax levy herein provided is irrepealable until the Bonds are paid, provided that at the time the City makes its annual tax

levies the City Administrator may certify to the County Auditors the amount available in the Debt Service Fund to pay principal and interest due during the ensuing year, and the County Auditors will thereupon reduce the levy collectible during such year by the amount so certified.

5.08 Cancellation of Levy for Series 2014A Bonds. Following the payment in full of all outstanding principal of and interest due on the Series 2014A Bonds on the Redemption Date, the City Administrator is hereby directed to certify such fact to and request the Counties Auditor/Treasurer of Anoka and Ramsey Counties, Minnesota (the “Counties Auditor”) to cancel any and all tax levies made for the Series 2014A Bonds pursuant to the Prior Resolution for collection in 2021 and thereafter.

5.09 County Auditors’ Certificates as to Registration. The City Administrator is authorized and directed to file a certified copy of this resolution with the County Auditor of Anoka and Ramsey Counties and to obtain the certificate required by Minnesota Statutes, Section 475.63 of the Act.

Section 6. Refunding of Series 2014A Bonds; Findings; Redemption of Series 2014A Bonds.

6.01 Purpose of Refunding; Findings. The Series 2014A Bonds will be called for redemption on the Redemption Date, in the principal amount of \$1,485,000. It is hereby found and determined that based upon information presently available from Blue Rose, as the City’s municipal advisor, the issuance of the Bonds, the proceeds of which will be used to refund the Series 2014A Bonds, is consistent with covenants made with the holders of the Series 2014A Bonds and is necessary and desirable for the reduction of debt service cost to the City.

6.02 Sufficiency of Proceeds of Bonds. It is hereby found and determined that the proceeds of the Bonds deposited in the Redemption Fund, together with funds on hand in the debt service funds established for the Series 2014A Bonds, will be sufficient to prepay all of the principal of, interest on, and redemption premium, if any, on the Series 2014A Bonds on the Redemption Date.

6.03 Notice of Call for Redemption. The Series 2014A Bonds will be redeemed and prepaid on the Redemption Date in accordance with their terms and in accordance with the terms and conditions set forth in the form 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 Series 2014A Bonds is authorized and directed to send a copy of the Notice of Call for Redemption to each registered holder of the Series 2014A Bonds at least 30 days prior to the Redemption Date.

Section 7. Authentication of Transcript.

7.01 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.

7.02 Certification as to Official Statement. The Mayor and City Administrator, or any of them, are 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, as of the date thereof, is a complete and accurate representation of the facts and representations made therein as of the date of the Official Statement.

7.03 Other Certificates. The Mayor and City Administrator, or any of them, are hereby authorized and directed to furnish to the Purchaser at the closing such certificates as are required as a condition of sale. Unless litigation shall have been commenced and be pending questioning the Bonds or the organization of the City or incumbency of its officers, at the closing the Mayor and the City Administrator shall also execute and deliver to the Purchaser a suitable certificate as to absence of material litigation, and the City Administrator shall also execute and deliver a certificate as to payment for and delivery of the Bonds.

7.04 Electronic Signatures. The electronic signature of the Mayor and/or the City Administrator to this resolution and to any certificate authorized to be executed hereunder shall be as valid as an original signature of such party and shall be effective to bind the City thereto. For purposes hereof, (i) “electronic signature” means (a) a manually signed original signature that is then transmitted by electronic means or (b) a signature obtained through DocuSign or Adobe or a similarly digitally auditable signature gathering process; and (ii) “transmitted by electronic means” means sent in the form of a facsimile or sent via the internet as a portable document format (“pdf”) or other replicating image attached to an electronic mail or internet message.

Section 8. Tax Covenants.

8.01 Tax-Exempt Bonds. The City covenants and agrees with the holders from time to time of the Bonds that it will not take or permit to be taken by any of its officers, employees or agents any action which would cause the interest on the Bonds to become subject to taxation under the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder, in effect at the time of such actions, and that it will take or cause its officers, employees or agents to take, all affirmative action within its power that may be necessary to ensure that such interest will not become subject to taxation under the Code and applicable Treasury Regulations, as presently existing or as hereafter amended and made applicable to the Bonds.

8.02 No Rebate Required. (a) The City will comply with requirements necessary under the Code to establish and maintain the exclusion from gross income of the interest on the Bonds under Section 103 of the Code, including without limitation requirements relating to temporary periods for investments, limitations on amounts invested at a yield greater than the yield on the Bonds and the rebate of excess investment earnings to the United States, if the Bonds do not qualify for the small issuer exception to the federal arbitrage rebate requirements.

(b) For purposes of qualifying for the small issuer exception to the federal arbitrage rebate requirements, the City finds, determines and declares that the aggregate face amount of all tax-exempt obligations (other than private activity obligations) issued by the City (and all subordinate entities of the City) during the calendar year in which the Certificates are issued is not reasonably expected to exceed \$5,000,000, within the meaning of Section 148(f)(4)(D) of the Code.

8.03 Not Private Activity Bonds. The City further covenants not to use the proceeds of the Bonds or to cause or permit them or any of them to be used, in such a manner as to cause the Bonds to be “private activity bonds” within the meaning of Sections 103 and 141 through 150 of the Code.

8.04. Qualified Tax-Exempt Obligations. In order to qualify the Bonds as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code, the City makes the following factual statements and representations:

(a) the Bonds are not “private activity bonds” as defined in Section 141 of the Code;

(b) the Series 2014A Bonds were previously designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code, the average maturity of the Bonds is not longer than the average maturity of the Series 2014A Bonds and the Bonds mature not later than 30 years after the date the Series 2014A Bonds were issued and therefore the portion of the Bonds which does not exceed the outstanding principal amount of the Series 2014A Bonds is deemed designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code;

(c) the City hereby designates the portion of the Bonds exceeding the \$1,485,000 outstanding principal balance of the Series 2014A Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code;

(d) the reasonably anticipated amount of tax-exempt obligations (other than private activity bonds, that are not qualified 501(c)(3) bonds) which will be issued by the City (and all subordinate entities of the City) during calendar year 2021 will not exceed \$10,000,000; and

(f) not more than \$10,000,000 of obligations issued by the City during calendar year 2021 have been designated for purposes of Section 265(b)(3) of the Code; and

(g) the aggregate face amount of the issue of the Bonds is not greater than \$10,000,000.

8.05 Procedural Requirements. The City will use its best efforts to comply with any federal procedural requirements which may apply in order to effectuate the designations made by this section.

Section 9. Book-Entry System; Limited Obligation of City.

9.01 The Depository Trust Company. 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 1.04 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.

9.02 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 Administrator 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 Administrator will promptly deliver a copy of the same to the Registrar and Paying Agent.

9.03 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.

9.04 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.

9.05 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 10. Continuing Disclosure.

10.01 Execution of Continuing Disclosure Certificate. "Continuing Disclosure Certificate" means that certain Continuing Disclosure Certificate executed by the Mayor and the City Administrator and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

10.02 City Compliance with Provisions of Continuing Disclosure Certificate. The City 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 this Section.

10.03 Limited Continuing Disclosure. In order to qualify the Bonds for limited continuing disclosure under paragraph (d)(2) of Securities and Exchange Commission Rules, Section 15c2-12 (the "SEC Rule"), the City makes the following factual statement and representation: as of the date of delivery of the

Bonds, the City will not be an obligated person (as defined in paragraph (f) of the SEC Rule) with respect to more than \$10,000,000 in aggregate amount of outstanding municipal securities, including the Bonds and excluding municipal securities that were exempt from the SEC Rule pursuant to paragraph (d)(1) thereof.

Section 11. Defeasance. When all Bonds and all accrued 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 on or before that date a sum sufficient for the payment thereof in full or by depositing irrevocably in escrow, with a suitable institution qualified by law as an escrow agent for this purpose, cash or securities which are backed by the full faith and credit of the United States of America, or any other security authorized under Minnesota law for such purpose, bearing interest payable at such times and at such rates and maturing on such dates and in such amounts as shall be required and sufficient, subject to sale and/or reinvestment in like securities, to pay said obligation(s), which may include any interest payment on such Bond and/or principal amount due thereon at a stated maturity (or if irrevocable provision shall have been made for permitted prior redemption of such principal amount, at such earlier redemption date). 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.

Upon vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution was declared duly passed and adopted.

EXHIBIT A

FORM OF BOND

No. R-_____

\$_____

**UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTIES OF ANOKA AND RAMSEY
CITY OF SPRING LAKE PARK**

**GENERAL OBLIGATION IMPROVEMENT REFUNDING BOND
SERIES 2021A**

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____%	December 15, 20__	February 17, 2021	849798

Registered Owner: CEDE & CO.

The City of Spring Lake Park, Minnesota, a duly organized and existing municipal corporation in Anoka and Ramsey Counties, Minnesota (the “City”), acknowledges itself to be indebted and for value received hereby promises to pay to the Registered Owner specified above or registered assigns, the principal amount specified above on the Maturity Date specified above, without option of prior prepayment, with interest thereon from the date hereof at the annual rate specified above (calculated on the basis of a 360-day year of twelve 30 day months), payable June 15 and December 15, in each year, commencing June 15, 2021, to the person in whose name this Bond is registered at the close of business on the 1st day (whether or not a business day) of the month. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by Northland Trust Services, Inc., Minneapolis, Minnesota, as Bond Registrar, Authenticating Agent and Paying Agent, or its designated successor under the Resolution described herein. For the prompt and full payment of such principal and interest as the same respectively become due, the full faith and credit and taxing powers of the City have been and are hereby irrevocably pledged.

The Bonds will not be subject to optional redemption and prepayment in advance of their maturity.

This Bond is one of an issue in the aggregate principal amount of \$1,455,000 all of like original issue date and tenor, except as to number, maturity date, interest rate and denomination, all issued pursuant to a resolution adopted by the City Council of the City (the “City Council”) on January 19, 2021 (the “Resolution”), for the purpose of refunding certain outstanding general obligation bonds of the City, pursuant to and in full conformity with the Constitution and laws of the State of Minnesota, including Minnesota Statutes, Chapters 429 and 475, as amended, specifically Section 475.67, subdivision 3. The principal hereof and interest hereon are payable in part from special assessments against property specially benefited by local improvements, and in part from ad valorem taxes, 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 additional ad valorem taxes on all taxable property in the City in the event of any deficiency in special assessments and taxes pledged, which additional 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 City Council has designated the Bonds of which this Bond forms a part as “qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) relating to disallowance of interest expense for financial institutions and within the \$10 million limit allowed by the Code for the calendar year of issue.

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 Bond 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 Bond 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 Bond 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 Bond 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 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 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 Bond Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Spring Lake Park, Anoka and Ramsey 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 the City Administrator of the City of Spring Lake Park and has caused this Bond to be dated as of the date set forth below.

Dated: February 17, 2021

**CITY OF SPRING LAKE PARK,
MINNESOTA**

(Facsimile)

Mayor

(Facsimile)

City Administrator

CERTIFICATE OF AUTHENTICATION

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

NORTHLAND TRUST SERVICES, INC.

By _____
Authorized Representative

ABBREVIATIONS

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:

TEN COM -- as tenants in common

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

TEN ENT -- as tenants by entireties

under Uniform Gifts or Transfers to Minors
Act, State of _____

JT TEN -- as joint tenants with right of
survivorship and not as tenants in common

Additional abbreviations may also be used though not in the above list.

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights thereunder, and does hereby irrevocably constitute and appoint _____ attorney to transfer the said Bond on the books kept for registration of the within Bond, with full power of substitution in the premises.

Dated: _____

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

Signature Guaranteed:

NOTICE: Signature(s) must be guaranteed by a financial institution that is a member of the Securities Transfer Agent Medallion Program ("STAMP"), the Stock Exchange Medallion Program ("SEMP"), the

New York Stock Exchange, Inc. Medallion Signatures Program (“MSP”) or other such “signature guarantee program” as may be determined by the Registrar in addition to, or in substitution for, STAMP, SEMP or MSP, all in accordance with the Securities Exchange Act of 1934, as amended.

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

Name and Address: _____

(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.

<u>Date of Registration</u>	<u>Registered Owner</u>	<u>Signature of Officer of Registrar</u>
<u>February 17, 2021</u>	<u>Cede & Co. Federal ID #13-2555119</u>	_____

EXHIBIT B

TAX LEVY SCHEDULE

<u>Year*</u>	<u>Amount</u>
2021	\$281,363.55
2022	276,854.30
2023	272,437.93
2024	262,771.87
2025	<u>265,214.72</u>

* *Collection Year*

EXHIBIT C

**NOTICE OF CALL FOR REDEMPTION FOR THE
SERIES 2014A BONDS**

\$2,845,000
CITY OF SPRING LAKE PARK, MINNESOTA
GENERAL OBLIGATION IMPROVEMENT BONDS
SERIES 2014A

NOTICE IS HEREBY GIVEN that, by order of the City Council of the City of Spring Lake Park, Minnesota (the "City"), there have been called for redemption and prepayment on

February 17, 2021

all outstanding bonds of the City designated as General Obligation Improvement Bonds, Series 2014A, dated as of June 15, 2014, having stated maturity dates of December 15 in the years 2021 through 2025, both inclusive, totaling \$1,485,000 in principal amount, and with the following CUSIP numbers:

<u>Year of Maturity</u>	<u>Amount</u>	<u>CUSIP Number</u>
2021	\$300,000	849798 JM6
2022	300,000	849798 JN4
2023	300,000	849798 JP9
2024	300,000	849798 JQ7
2025	285,000	849798 JR5

The bonds are being called at a price of par plus accrued interest to February 17, 2021, 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 office of Northland Trust Services, Inc., 150 South Fifth Street, Suite 3300, Minneapolis, MN 55402, on or before February 17, 2021.

Important Notice: In compliance with the Economic Growth and Tax Relief Reconciliation Act of 2003, the paying agent 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 paying agent 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.

Dated: _____, 2021.

**BY ORDER OF THE CITY COUNCIL OF
THE CITY OF SPRING LAKE PARK,
MINNESOTA**

STATE OF MINNESOTA)
)
COUNTIES OF ANOKA)
AND RAMSEY) SS.
)
CITY OF SPRING LAKE PARK)

I, the undersigned, being the duly qualified and acting City Administrator of the City of Spring Lake Park, Minnesota (the “City”), 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 Tuesday, January 19, 2021, 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 the City’s General Obligation Improvement Refunding Bonds, Series 2021A, in the original aggregate principal amount of \$1,455,000.

WITNESS My hand officially as such City Administrator and the corporate seal of the City this ____ day of _____, 2021.

City Administrator
City of Spring Lake Park, Minnesota

STATE OF MINNESOTA
COUNTY OF ANOKA

CERTIFICATE OF COUNTY
AUDITOR AS TO TAX
LEVY AND REGISTRATION

I, the undersigned County Auditor of Anoka County, Minnesota, hereby certify that a certified copy of a resolution adopted by the governing body of the City of Spring Lake Park, Minnesota (the "City"), on January 19, 2021, levying taxes for the payment of the City's General Obligation Improvement Refunding Bonds, Series 2021A, issued in the original aggregate principal amount of \$1,455,000, dated as of February 17, 2021, has been filed in my office and said bonds have been entered on the register of obligations in my office and that such tax has been levied as required by law.

I further certify that the tax levies for the City's General Obligation Improvement Bonds, Series 2014A will be canceled to the extent set forth in the resolution.

WITNESS My hand and official seal this ____ day of _____, 2021.

County Auditor
Anoka County, Minnesota

STATE OF MINNESOTA
COUNTY OF RAMSEY

CERTIFICATE OF COUNTY
AUDITOR AS TO TAX
LEVY AND REGISTRATION

I, the undersigned County Auditor of Ramsey County, Minnesota, hereby certify that a certified copy of a resolution adopted by the governing body of the City of Spring Lake Park, Minnesota (the "City"), on January 19, 2021, levying taxes for the payment of the City's General Obligation Improvement Refunding Bonds, Series 2021A, issued in the original aggregate principal amount of \$1,455,000, dated as of February 17, 2021, has been filed in my office and said bonds have been entered on the register of obligations in my office and that such tax has been levied as required by law.

I further certify that the tax levies for the City's General Obligation Improvement Bonds, Series 2014A will be canceled to the extent set forth in the resolution.

WITNESS My hand and official seal this ____ day of _____, 2021.

County Auditor
Ramsey County, Minnesota

Deputy

