

PROCEEDINGS OF THE BOARD OF ESTIMATE & TAXATION

The regular meeting of April 28, 2010 was held in room 317 of City Hall.

Meeting called to order by President Becker at 4:30 p.m.

Present were: Fine (Robert Fine, Representative of the Park and Recreation Board); Johnson (Barbara Johnson, President of the City Council); Hodges (Betsy Hodges, Chair of the Ways & Means/Budget Committee of the City Council); Rybak (R T Rybak, Mayor of Minneapolis); Wheeler (David Wheeler, Elected Member); Becker (Carol J. Becker, Elected Member).

Absent; None

The Secretary presented the following with reference to the Minneapolis Park & Recreation Board Year 2010 Net Debt allocations;

- A. Letter of March 24, 2010 to the Board of estimate & Taxation from the Minneapolis Park & Recreation Board RE: Approval of Year 2010 Net Debt allocations and requesting the sale of Net Debt Bonds with attachment of Minneapolis Park & Recreation Board Resolution No.2010-103 adopted February 17, 2010.
- B. Ways & Means/Budget letter of April 12, 2010 Taxation from the Minneapolis Park & Recreation Board identifying the projects to be bonded for and requesting the City Council request the Board of Estimate & Taxation to issue such bonds.
- C. Resolution 2010R-183 of the City Council adopted April 16, 2010 requesting the Board of Estimation & Taxation issue & sell City of Minneapolis Bonds

Fine moved to add to the Board of Estimate & Taxation's Bond 2010 Bond Program:

Site and Totlot Rehab \$ 250,000 - Glen Gale Totlot

Lake Hiawatha Wading Pool Replacement \$ 425,000

Parking Lot Reconstruction \$ 325,000 – Columbia, Folwell, Logan, Van Cleve

seconded by Wheeler. Following questions and discussion the motion was adopted. , Yeas – 6. Nays – none. As follows; Yeas – Fine, Johnson, Hodges, Rybak, Wheeler, Becker, - 6. Nays – none.

The Secretary presented the following with reference to the Minneapolis Park & Recreation; Minneapolis Park & Recreation Board's McKinstry Energy Efficiency Project

- A. Minneapolis Park & Recreation Board' Resolution No. 2010-101 requesting the Board of Estimate & Taxation to issue bonds for the 2010 McKinstry Energy Efficiency Project for which the Park Board will be responsible for paying the debt service on the bonds, adopted February 3, 2010.
- B. Letter to Ways & Means/Budget Committee on the above item with the project matrix. The project is scheduled for location & design review at the Planning Commission on April 28, 2010.
- C. Resolution 2010R-182 of the City Council requesting the Board to issue bonds for the 2010 McKinstry Energy Efficiency Project for which the Park Board will be responsible for paying the debt service on the bonds, adopted April 16, 2010.

Fine moved to add to the Board of Estimate & Taxation's Bond 2010 Bond Program:\$ 450,000 for the 2010 McKinstry Energy Efficiency Project for which the Park Board will be responsible for paying the debt service on the bonds

seconded by Johnson. Following questions and discussion the motion was adopted. , Yeas – 6. Nays – none. As follows; Yeas – Fine, Johnson, Hodges, Rybak, Wheeler, Becker, - 6. Nays – none.

The Secretary presented the following; Board's 2010 Bond Program based on previous requests to issue & on estimated cash out flows submitted.

Summary of projects for sale consideration worksheet

1. Bonds authorized pre 2010 sale, Bonds to be issued in 2010, Bond authorizations carried forward to 2011, by Bond type and projects.
2. Net Debt Bonds authorized pre 2010 sale, Net Debt Bonds to be issued in 2010, Net Debt Bond authorizations carried forward to 2011 by projects.
3. above information with addition of the history, Bonds carried forward to 2010 and authorization of the 2010 capital program and additional 2010requests.
4. proposed structure of the sale, and non Net Debt Bond structure
5. proposed Net Debt Bond structure.

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Fine moved the Resolution providing for the issuance and sale of bonds for the 2010 Capital Program

By Fine

AUTHORIZING THE SALE AND ISSUANCE OF GENERAL OBLIGATION VARIOUS PURPOSE BONDS, SERIES 2010, IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$32,300,000; AND PROVIDING THE FORMS, TERMS, AND FINDINGS, COVENANTS, AND DIRECTIONS RELATING TO THE ISSUANCE OF SUCH OBLIGATIONS

BE IT RESOLVED By the Board of Estimate and Taxation (the “Board”) of the City of Minneapolis, Minnesota (the “City”) as follows:

Section 1. Background and Authority.

1.01. Previous Board Action. Pursuant to a resolution adopted by the Board on the date hereof (the “Authorizing Resolution”), the Board determined to solicit proposals for the purchase of General Obligation Various Purpose Bonds, Series 2010 (the “Various Purpose Bonds”) of the City, in the original aggregate principal amount of \$32,300,000, in accordance with the Official Terms of Proposal on file with the Executive Secretary of the Board and incorporated into an Official Statement to be prepared and distributed with respect to the Various Purpose Bonds. The proceeds of the Various Purpose Bonds will be used to finance various municipal improvements in the City.

1.02. Authority. The City is authorized to issue the Various Purpose Bonds pursuant to the terms of the Minnesota Statutes, Chapter 475 (the “Municipal Debt Act”), Minnesota Statutes, Chapter 444, as amended, Minnesota Statutes, Chapter 429, as amended, and the City Charter.

1.03 City Council’s Request. The City Council adopted resolutions referred to in the Authorizing Resolution which authorize the Board to incur indebtedness, issue, and sell the Various Purpose Bonds to finance various municipal improvements.

Section 2. Issuance of Bonds. In order to finance certain municipal improvement projects in the City, there is hereby authorized to be issued by the City the Various Purpose Bonds.

Section 3. Terms and Forms of Various Purpose Bonds.

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3.01. Bond Terms. The Various Purpose Bonds are authorized to be issued in accordance with the terms of this Resolution. The Various Purpose Bonds shall be designated "General Obligation Various Purpose Bonds, Series 2010" shall be issued in one or more series as the Executive Secretary may determine, and shall be assigned a separate series designation determined by the Executive Secretary for each series issued by the City. Any series of Various Purpose Bonds may be designated such other name or names as determined to be appropriate by the Executive Secretary. The Various Purpose Bonds shall be dated the date of issue, or such other date as the Executive Secretary may determine, shall be issued in denominations of \$5,000 or any integral multiple thereof, and each series shall be numbered from R-1 upwards in order of issuance, or with such other numbering and in such other order as the Bond Registrar may determine. The Bonds shall be issued in the original aggregate principal amount of \$32,300,000, or such greater or lesser amount as the Executive Secretary shall determine to be necessary and appropriate to finance the designated municipal improvements and related costs. The Various Purpose Bonds shall bear interest at the rates per annum approved by the Executive Secretary in connection with the sale thereof, payable semiannually on June 1 and December 1 of each year, or such other dates determined by the Executive Secretary, commencing on December 1, 2010, or such other date determined by the Executive Secretary, from the date of the Various Purpose Bonds or the most recent interest payment date to which interest has been paid or duly provided for, computed on the basis of a 360-day year of twelve thirty-day months. The principal of the Various Purpose Bonds shall mature on such dates and in such principal amounts as shall be determined by the Executive Secretary, consistent with the requirements of Section 475.54, subdivisions 1 and 17 of the Municipal Debt Act (determined, if necessary, by combining such maturities with those of other obligations of the City). The Executive Secretary may determine to designate any portion of the principal of the Various Purpose Bonds to be combined into one or more term bonds subject to mandatory sinking fund redemptions in the years and amounts determined by the Executive Secretary. The authorization to issue the Various Purpose Bonds is effective without any additional action by the City Council or the Board and shall be undertaken by the Executive Secretary on such date or dates and upon the terms and conditions deemed reasonable by the Executive Secretary.

The Executive Secretary shall establish a date on and after which all Various Purpose Bonds shall be subject to redemption and prior payment in whole or in part at the option of the City. The redemption price of the Various Purpose Bonds shall be at such redemption prices, with or without premium, as the Executive Secretary shall determine necessary to obtain the lowest interest rates for the Various Purpose Bonds consistent with the finance plan pursuant to which the Various Purpose Bonds are to be issued.

Thirty (30) days prior to any redemption date, notice of any such redemption shall be given by mail to the banks where the Various Purpose Bonds are payable and to the registered owners, in accordance with the terms of the Municipal Debt Act. In the event of a partial redemption by lot of the Various Purpose Bonds, the Bond Registrar shall assign to each Various Purpose Bond then outstanding a distinctive number for each \$5,000 of the principal amount of such Various Purpose Bonds and shall select by lot in the manner it determines the order of numbers, at \$5,000 for each number, for all outstanding Various Purpose Bonds of the maturity to be redeemed. The order of selection of Various Purpose Bonds to be redeemed shall be the Various Purpose Bonds to which were assigned numbers so selected, but only so much of the principal amount of each Various Purpose Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. Upon partial redemption of any Various Purpose Bond, the same shall be surrendered in exchange for one or more new Various Purpose Bonds in authorized form for the unredeemed portion of principal. The method of selecting Various Purpose Bonds for optional redemption may be altered in such manner as the Executive Secretary shall determine to be necessary and appropriate in the interests of the City and the owners of the Various Purpose Bonds.

3.02. Method of Payment; Bond Registrar and Paying Agent. The Various Purpose Bonds shall be payable as to principal upon presentation and surrender thereof at the office of the Finance Officer, in Minneapolis, Minnesota, as the initial Bond Registrar and Paying Agent, or at the offices of such other successor agents as the City may hereafter designate upon sixty (60) days mailed notice to the registered owners at their respective registered addresses. At the written request of the registered owner thereof, or at the direction of the Finance Officer, the payment of at least \$100,000 in principal amount of Various Purpose Bonds shall be made by wire transfer of immediately available funds to any bank in the continental United States upon presentation and surrender of such Various Purpose Bonds at the office of the Paying Agent. Interest shall be paid by check or draft mailed to the registered owners of record as of the fifteenth day (whether or not a business day) of the month next preceding the applicable interest payment date at their addresses shown on the registration books or, at the written request of a registered owner of at least \$1,000,000 in aggregate principal amount of Various Purpose Bonds or at the direction of the Finance Officer, by wire transfer of immediately available funds to any bank in the continental United States as the registered owner may specify.

3.03. Bond Form. The Various Purpose Bonds shall be in substantially the following form with necessary variations as to name, series designation, number, CUSIP Number, denomination, rate of interest, and date of maturity, the blanks therein to be properly filled in, and with such other additions, deletions, or other changes as the Executive Secretary may determine:

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(Form of Various Purpose Bonds)

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

No. R- _____

\$ _____

CITY OF MINNEAPOLIS

**GENERAL OBLIGATION VARIOUS PURPOSE BONDS
SERIES 2010**

<u>Interest Rate</u>	<u>Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	December 1, 20__	June __, 2010	

Registered Owner: Cede & Co.

Principal Amount: _____ DOLLARS

The City of Minneapolis, Minnesota, a duly organized and existing municipal corporation in Hennepin County, 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 stated above, on the maturity date specified above, with interest thereon from the date hereof at the annual rate specified above, payable June 1 and December 1 in each year, commencing December 1, 2010, to the person in whose name this Bond is registered at the close of business on the fifteenth day (whether or not a business day) of the immediately preceding 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 of the Paying Agent designated under the Resolution described herein or its successor. 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 City may elect on December 1, 2018, and on any day thereafter to prepay Bonds due on or after December 1, 2017. Redemption may be in whole or in part and if in part, at the option of the City and in such manner as the City will determine. If less than all Bonds of a maturity are called for redemption, the City will notify The Depository Trust Company ("DTC") of the particular amount of such maturity to be prepaid. DTC will determine by lot the amount of each participant's interest in such maturity to be redeemed and each participant will then select by lot the beneficial ownership interests in such maturity to be redeemed. Prepayments will be at a price of par plus accrued interest.

This Bond is one of an issue in the aggregate principal amount of \$32,300,000, all of like original issue date and tenor, except as to number, maturity date, redemption privilege, and interest rate, all issued pursuant to a resolution adopted by the Board of Estimate and Taxation on April 28, 2010 (the "Resolution"), for the purpose of providing money to aid in financing the costs of various improvement projects pursuant to and in full conformity with the Charter of the City and the Constitution and laws of the State of Minnesota, including but not limited Minnesota Statutes, Chapter 429, as amended, and Minnesota Statutes, Chapter 444, as amended. The principal hereof and interest hereon are payable primarily from special assessments against property specially benefited by local improvements financed with proceeds of the Bonds, net revenues from the operation of the City's sewer system, water system, and storm water system financed with proceeds of the Bonds, and 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 has obligated itself to levy ad valorem taxes on all taxable property in the City in the event of any deficiency, 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.

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 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, statutory, or charter 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.

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IN WITNESS WHEREOF, the City of Minneapolis, acting by and through its Board of Estimate and Taxation, has caused this Bond to be executed in its name and on its behalf by the facsimile or manual signature of the Finance Officer, Countersigned by the manual or facsimile signature of the President of the Board of Estimate and Taxation, and its official seal to be affixed or imprinted hereon.

CITY OF MINNEAPOLIS, MINNESOTA

(SEAL)

By _____
Finance Officer

Countersigned by _____
President of Board of Estimate and Taxation

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Registrar's Registration and Authentication Certificate

This is one of the Bonds described in the within mentioned Bond Resolution and has been registered as to principal and interest in the name of the Registered Owner identified above on the registration books of the Finance Officer of the City of Minneapolis.

Finance Officer, as Registrar

Dated: _____

(The remainder of this page is intentionally left blank.)

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____

(Please Print or Typewrite Name and Address of Transferee)

The within Bond and all rights there under, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Please Insert Social Security Number or
Other Identifying Number of Assignee.

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

Signature Guaranteed:

Signatures must be guaranteed by a national bank or trust company, or by a brokerage firm which is a member of a major stock exchange.

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3.04. Registration. As long as any of the Various Purpose Bonds issued hereunder shall remain outstanding, the City shall maintain and keep at the office of the Bond Registrar an office or agency for the payment of the principal of and interest on such Various Purpose Bonds, as in this Resolution provided, and for the registration and transfer of such Various Purpose Bonds, and shall also keep at said office of the Bond Registrar books for such registration and transfer. Upon surrender for transfer of any Various Purpose Bond at the office of a Bond Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner or the registered owner's duly authorized attorney, and upon payment of any tax, fee or other governmental charge required to be paid with respect to such transfer, the City shall execute and the Bond Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more fully registered Various Purpose Bonds of the same series, of any authorized denominations and of a like aggregate principal amount, interest rate and maturity. Any Various Purpose Bonds, upon surrender thereof at the office of the Bond Registrar may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Various Purpose Bonds of the same maturity and interest rate of any authorized denominations. In all cases in which the privilege of exchanging Various Purpose Bonds or transferring fully registered Various Purpose Bonds is exercised, the City shall execute and the Bond Registrar shall deliver Various Purpose Bonds in accordance with the provisions of this Resolution. For every such exchange or transfer of Various Purpose Bonds, whether temporary or definitive, the City or the Bond Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Notwithstanding any other provision of this Resolution, the cost of preparing each new Various Purpose Bond upon each exchange or transfer, and any other expenses of the City or the Bond Registrar incurred in connection therewith (except any applicable tax, fee or other governmental charge) shall be paid by the City. The City and the Bond Registrar shall not be required to make any transfer or exchange of any Various Purpose Bonds called for redemption, nor be obligated to make any such exchange or transfer of Various Purpose Bonds during the fifteen (15) days next preceding the date of the first publication or the mailing (if there is no publication) of notice of redemption in the case of a proposed redemption of Various Purpose Bonds.

3.05. Record Dates. Interest on any Various Purpose Bond which is payable, and is punctually paid or duly provided for, on any interest payment date shall be paid to the person in whose name that Various Purpose Bond (or one or more Various Purpose Bonds for which such bond was exchanged) is registered at the close of business on the fifteenth day of the preceding month. Any interest on any Various Purpose Bond which is payable, but is not punctually paid or duly provided for, on any interest payment date shall cease to be payable to the registered holder on the relevant regular record date solely by virtue of such holder having been such holder; and such defaulted interest may be paid by the City in any lawful manner, if, after notice given by the City to the Bond Registrar of the proposed payment pursuant to this paragraph, such payment shall be deemed practicable by the Bond Registrar. Such payments shall then be made to the persons in whose names the Various Purpose Bonds are registered at the close of business on a special record date established by the Bond Registrar. Subject to the foregoing provisions of this paragraph, each Various Purpose Bond delivered under this Resolution upon transfer of or in exchange for or in lieu of any other Various Purpose Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Various Purpose Bond and each such Various Purpose Bond shall bear interest from such date that neither gain nor loss in interest shall result from such transfer, exchange or substitution.

3.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Various Purpose Bond shall become mutilated or be destroyed, stolen or lost, the City shall execute and the Bond Registrar shall authenticate and deliver a new Various Purpose Bond of like maturity and principal amount as the Various Purpose Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Various Purpose Bond, upon surrender and cancellation of such mutilated Various Purpose Bond, or in lieu of and substitution for the Various Purpose Bond destroyed, stolen or lost, upon filing with the City evidence satisfactory to the City and the Bond Registrar that such Various Purpose Bond has been destroyed, stolen or lost and proof of ownership thereof, and upon furnishing the City and the Bond Registrar with indemnity satisfactory to them and complying with such other reasonable regulations as the City and the Bond Registrar may prescribe and paying such expenses as the City and the Bond Registrar may incur in connection therewith. All Various Purpose Bonds so surrendered to the Bond Registrar shall be cancelled by it and evidence of such cancellation shall be given to the City.

3.07. Owners. As to any Various Purpose Bond, the City and the Bond Registrar and their respective successors, each in its discretion, may deem and treat the person in whose name such Various Purpose Bond for the time being shall be registered as the absolute owner thereof for all purposes and neither the City nor the Bond Registrar nor their respective successors shall be affected by any notice to the contrary. Payment of or on account of the principal of any such Various Purpose Bond shall be made only to or upon the order of the registered owner thereof, but such registration may be changed as above provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Various Purpose Bond to the extent of the sum or sums so paid.

3.08. Use of Securities Depository; Book-Entry Only System. The provisions of this Section shall take precedence over the provisions of Sections 3.01 through 3.07 hereof to the extent they are inconsistent therewith.

(a) The Depository Trust Company (“DTC”) has agreed to act as securities depository for the Various Purpose Bonds, and to provide a Book-Entry Only System for registering the ownership interests of the financial institutions for which it holds the Various Purpose Bonds (the “DTC Participants”), and for distributing to such DTC Participants such amount of the principal and interest payments on the Various Purpose Bonds as they are entitled to receive, for redistribution to the beneficial owners of the Various Purpose Bonds as reflected in their records (the “Beneficial Owners”).

(b) Initially, and so long as DTC or another qualified entity continues to act as securities depository, the Various Purpose Bonds shall be issued in typewritten form, one for each maturity in a principal amount equal to the aggregate principal amount of each maturity, shall be registered in the name of the securities depository or its nominee, and shall be subject to the provisions of this Section. While DTC is acting as the securities depository, the Various Purpose Bonds shall be registered in the name of DTC’s nominee, CEDE & CO; provided that upon delivery by DTC to the City and the Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of CEDE & CO., the words “CEDE & CO.” in this Resolution shall refer to such new nominee of DTC.

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With respect to Various Purpose Bonds registered in the name of DTC or its nominee, the City and the Bond Registrar shall have no responsibility or obligation to any DTC Participant or other person with respect to the following: (i) the accuracy of the records of any securities depository or its nominee with respect to any ownership interest in the Various Purpose Bonds; (ii) the delivery to any DTC Participant or other person or any other person, other than DTC, of any notice with respect to the Various Purpose Bonds, including any notice of redemption; or (iii) the payment to any DTC Participant or any other person, other than DTC, of any amount with respect to the principal of or interest on the Various Purpose Bonds. The Bond Registrar shall pay all principal of and interest on the Various Purpose Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to the principal and interest on the Various Purpose Bonds to the extent of the sum or sums so paid. So long as the Book-Entry Only System described in this Section is in effect, no person other than DTC shall receive an authenticated Various Purpose Bond.

(c) Upon receipt by the City and the Bond Registrar of written notice from DTC or any other securities depository to the effect that it is unable or unwilling to discharge its responsibilities under the Book-Entry Only System, the Bond Registrar shall issue, transfer, and exchange Various Purpose Bonds of the initial series as requested by the securities depository in appropriate amounts, and whenever the securities depository requests the City and the Bond Registrar to do so, the City and the Bond Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice: (i) to arrange for a substitute depository willing and able, upon reasonable and customary terms, to maintain custody of the Various Purpose Bonds; or (ii) to make available Various Purpose Bonds registered in whatever name or names the Beneficial Owner registering ownership, transferring or exchanging such Various Purpose Bonds shall designate, in accordance with clause (f) or clause (g) below, whichever is applicable.

(d) In the event the City determines that it is in the best interests of the Beneficial Owners that they be able to obtain printed Various Purpose Bonds, the City may so notify the securities depository and the Bond Registrar, whereupon the securities depository shall notify the Beneficial Owners of the availability through the securities depository of such printed Various Purpose Bonds. In such event, the City shall cause to be prepared and the Bond Registrar shall issue, transfer and exchange printed Various Purpose Bonds, fully executed and authenticated, as requested by the securities depository in appropriate amounts and, whenever the securities depository requests, the City and the Bond Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice to make available printed Various Purpose Bonds registered on the Bond Register in whatever name or names the Beneficial Owners entitled to receive Various Purpose Bonds shall designate, in accordance with clause (f) or clause (g) below, whichever is applicable.

(e) Notwithstanding any other provisions of this Resolution to the contrary, so long as any Various Purpose Bond is registered in the name of a securities depository or its nominee, all payments of principal and interest on the Various Purpose Bond and all notices with respect to the Various Purpose Bond shall be made and given, respectively, to the securities depository as provided in the representation letter given to it by the City. The Blanket Letter of Representations from the City to the Depository Trust Company is confirmed and shall apply to the Various Purpose Bonds.

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(f) In the event that the Book-Entry Only System established pursuant to this Section is discontinued, except as provided in clause (g), the Various Purpose Bonds shall be issued through the securities depository to the Beneficial Owners.

(g) In the event of termination of the Book-Entry Only System, the City shall have the right to terminate, and shall take all steps necessary to terminate, all arrangements with the securities depository described herein, and thereafter shall issue, register ownership of, transfer and exchange all Various Purpose Bonds as provided herein. Upon receipt by the securities depository of notice from the City, the securities depository shall take all actions necessary to assist the City and the Bond Registrar in terminating all arrangements for the issuance of documents evidencing ownership interests in the Various Purpose Bonds through the securities depository. Nothing herein shall affect the securities depository's rights under clause (e) above.

Section 4. Sale, Execution, and Delivery of Various Purpose Bonds and Related Documents.

4.01. Method of Sale. Authority to negotiate the sale and issuance of the Various Purpose Bonds is hereby delegated to the Executive Secretary, in consultation with the Finance Officer of the City, under Section 475.60, subdivision 1 of the Municipal Debt Act; provided that each series of Various Purpose Bonds shall be sold only at a price of not less than ninety-eight percent (98%) of the principal amount of such series of Various Purpose Bonds, and the Various Purpose Bonds shall bear interest at the rates specified by the successful proposal. In connection with the sale of the Various Purpose Bonds, by one or more certificates or other written instruments or documents, the Finance Officer may make such additional covenants or directions as he may deem necessary and expedient, including but not limited to, approval of an Official Statement and of a Continuing Disclosure Certificate. Any unused discount and any unused issuance costs shall be deposited in the Debt Service Account or applied to such other purposes as determined to be appropriate by the Finance Officer.

4.02. Execution and Delivery. The Various Purpose Bonds shall be executed by the manual or facsimile signature of the Finance Officer, the manual or facsimile signature of the president of the Board, and a facsimile of the corporate seal of the City shall be included as set forth in the form of Various Purpose Bond. The text of the approving legal opinion of Kennedy & Graven, Chartered, of Minneapolis, Minnesota, as bond counsel, may be printed on or accompany the delivery of each Various Purpose Bond. When the Various Purpose Bonds have been duly executed and authenticated by the Bond Registrar in accordance with this Resolution, the Various Purpose Bonds shall be delivered to the purchasers in accordance with the terms of the sale upon payment of the purchase price, and the receipt of the Finance Officer to said purchasers thereof shall be a full acquittance; and said purchasers shall not be bound to see to the application of the purchase money. The Various Purpose Bonds shall not be valid for any purpose until authenticated by the Bond Registrar, which is hereby appointed authenticating agent in accordance with the Municipal Debt Act.

4.03. Official Statement. The Executive Secretary shall cause an Official Statement relating to the Various Purpose Bonds and any appropriate addendums to such Official Statement to be prepared (collectively, the "Official Statement"), and the use thereof by the purchasers is approved.

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4.04. Certificates. If such officer finds the same to be accurate, the Finance Officer is authorized and directed to furnish to the purchasers at the closing: (i) a certificate that, to the best of the knowledge of such officer, the Official Statement does not, at the date of closing, and did not, as of its date, contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading; and (ii) such other certificates as are required as a condition of sale, including a Continuing Disclosure Certificate setting forth the continuing disclosure obligations of the City under applicable law, as approved by the Finance Officer. Unless litigation shall have been commenced and be pending questioning the Various Purpose Bonds or the organization of the City or incumbency of its officers, at the closing, the Finance Officer shall also execute and deliver to the purchasers a suitable certificate as to absence of material litigation, and the Finance Officer shall also execute and deliver a certificate as to payment for and delivery of the Various Purpose Bonds. The Finance Officer shall also execute and deliver an arbitrage certificate meeting the requirements of the arbitrage regulations under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code") and shall deliver the signed approving legal opinion of Kennedy & Graven, Chartered, as to the validity and enforceability of the Various Purpose Bonds and the exemption of interest thereon from federal and Minnesota income taxation (other than Minnesota corporate franchise and bank excise taxes measured by income) under present laws and rulings.

Section 5. Payment; Security; Pledges and Covenants.

5.01. Various Purpose Bonds Debt Service Account. The Various Purpose Bonds will be payable from the debt service account for the Various Purpose Bonds (the "Various Purpose Bonds Debt Service Account") established as part of the City's Debt Service Fund and the following are hereby pledged to the Various Purpose Bonds Debt Service Account: (a) special assessments against property specially benefited by local improvements financed with proceeds of the Various Purpose Bonds; (b) net revenues derived from the operation of the City's sewer system, water system, and storm water system financed with proceeds of the Various Purpose Bonds; and (c) the proceeds of ad valorem taxes levied herein. If a payment of principal or interest on the Various Purpose Bonds becomes due when there is not sufficient money in the Various Purpose Bonds Debt Service Account to pay the same, the Finance Officer 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 the assessments, revenues or proceeds of the taxes levied by this resolution, when collected. There is appropriated to the Various Purpose Bonds Debt Service Account a pro rata portion of: (i) interest to be financed with proceeds of the Various Purpose Bonds, if any, (ii) any amount over the minimum purchase price of the Various Purpose Bonds, if any, paid by the purchaser, and (iii) the accrued interest, if any, paid by the purchaser upon closing and delivery of the Various Purpose Bonds.

5.02. Various Purpose Bonds Project Fund. The proceeds of the Various Purpose Bonds, less the appropriations made in paragraph (a), together with any other funds appropriated for the improvements and assessments collected during the construction of the municipal improvements will be deposited in separate funds or accounts to be used solely to defray expenses of the municipal improvements including the payment of principal and interest on the Various Purpose Bonds prior to the completion and payment of all costs of any municipal improvement. Any balance remaining in any fund or account after completion of any municipal improvements may be used to pay the cost, in whole or in part, of any other local improvement undertaken by the City. When the municipal improvements are completed and the costs thereof paid, the funds and accounts are to be closed and subsequent collections of assessments for the improvements are to be deposited in the Various Purpose Bonds Debt Service Account.

5.03. Ad Valorem Tax Levy. For the purpose of paying the principal of and interest on the Various Purpose Bonds, the Finance Officer is hereby authorized to levy a direct annual irrepealable ad valorem tax upon all of the taxable property in the City, to be spread upon the tax rolls and collected with and as part of other general taxes of the City to the extent the Finance Officer determines such levy is necessary to pay the principal of and interest on the Various Purpose Bonds when due. Any tax levy so imposed will be irrepealable until the Various Purpose Bonds are paid, provided that the Finance Officer may reduce the tax levy in accordance with the provisions of Section 475.61 of the Municipal Debt Act. The tax revenues derived from the levy of such ad valorem taxes will be credited to the Various Purpose Bonds Debt Service Account above provided.

5.04. Adequacy of Revenues. It is determined that the estimated collection of the foregoing taxes, along with the special assessments and net revenues derived from the operation of the City's sewer system, water system, and storm water system described in Section 5.01, will produce at least five percent in excess of the amount needed to meet when due, the principal and interest payments on the Various Purpose Bonds. If necessary, however, the City shall levy a direct tax on all taxable property in the City, without limitation as to rate or amount, to pay such principal and interest when due.

Section 6. Tax Covenants.

6.01. Tax-Exempt Bonds. No action shall be taken or authorized to be taken in connection with the application or investment of the proceeds of the Various Purpose Bonds which would cause the Various Purpose Bonds to be or become "private activity bonds" within the meaning of Section 141 of the Code and the applicable Treasury Regulations promulgated thereunder, or be or become "arbitrage bonds" within the meaning of Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder. The City shall take all such actions as may be required under the Code and applicable Treasury Regulations to ensure that interest on the Various Purpose Bonds is not includable in gross income for federal income tax purposes.

6.02. Not Private Activity Bonds. The investments of the proceeds of the Various Purpose Bonds, including the investments of any revenues pledged to the Various Purpose Bonds which are considered proceeds under Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder, and accumulated sinking funds, if any, shall be limited as to amount and yield in such manner that the Various Purpose Bonds shall not be or become "arbitrage bonds" within the meaning of Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder. On the basis of the existing facts, estimates, and circumstances, including the foregoing findings and covenants, it is not expected that the proceeds of the Various Purpose Bonds will be used in such manner as to cause the Various Purpose Bonds to be or become "arbitrage bonds" within the meaning of Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder. The Finance Officer shall furnish a certificate to the Purchaser embracing or based on the foregoing certification at the time of delivery of the Various Purpose Bonds and the Finance Officer may make any election permitted under Section 148 or Section 150 of the Code on behalf of the City.

Section 7. Miscellaneous Matters Relating to Various Purpose Bonds.

7.01. Registration. The Executive Secretary is hereby authorized and directed to certify a copy of this Resolution and to cause the same to be filed with the Taxpayer Services Division Manager of Hennepin County, exercising the powers of the County Auditor under Section 475.63 of the Municipal Debt Act, and to obtain a certificate as to registration of the Various Purpose Bonds.

7.02. Enforceability of Various Purpose Bonds. All agreements, covenants, and obligations of the City contained in this Resolution and in the above-referenced documents shall be deemed to be the agreements, covenants, and obligations of the City to the full extent authorized or permitted by law, and all such agreements, covenants, and obligations shall be binding on the City and enforceable in accordance with their terms. No agreement, covenant, or obligation contained in this Resolution or in the above-referenced documents shall be deemed to be an agreement, covenant, or obligation of any member of the City Council or the Board, or of any officer, employee, or agent of the City in that person's individual capacity. Neither the members of the City Council, the Board, nor any officer executing the Various Purpose Bonds shall be liable personally on the Various Purpose Bonds or be subject to any personal liability or accountability by reason of the issuance of the Various Purpose Bonds.

7.03. Rights Conferred. Nothing in this Resolution or in the above-referenced documents is intended or shall be constructed to confer upon any person (other than as provided in the Various Purpose Bonds and the other agreements, instruments, and documents hereby approved) any right, remedy, or claim, legal or equitable, under and by reason of this Resolution or any provision of this Resolution.

7.04. Persons Authorized to Execute Documents. If for any reason the Finance Officer or any other officers, employees, or agents of the City authorized to execute certificates, instruments, or other written documents on behalf of the City shall for any reason cease to be an officer, employee, or agent of the City after the execution by such person of any certificate, instrument, or other written document, such fact shall not affect the validity or enforceability of such certificate, instrument, or other written document. If for any reason the Finance Officer or any other officers, employees, or agents of the City authorized to execute certificates, instruments, or other written documents on behalf of the City shall be unavailable to execute such certificates, instruments, or other written documents for any reason, such certificates, instruments, or other written documents may be executed by an acting or assistant to such officer, or by such other officer of the City as in the opinion of the City Attorney is authorized to sign such document.

7.05. Amendments. The authority to approve, execute, and deliver future amendments to the documents executed and delivered by the City in connection with the transactions contemplated by this Resolution is hereby delegated to the Finance Officer, subject to the following conditions: (a) such amendments do not require the consent of the holders of the Various Purpose Bonds or, if required, such consent has been obtained; (b) such amendments do not materially adversely affect the interests of the City as the issuer of the Various Purpose Bonds; (c) such amendments do not contravene or violate any policy of the City; (d) such amendments are acceptable in form and substance to the City Attorney, bond counsel or other counsel retained by the City to review such amendments; (e) the City has received, if necessary, an opinion of bond counsel to the effect that the amendments will not adversely affect the tax-exempt character or interest on the Various Purpose Bonds (if the Various Purpose Bonds are then tax-exempt obligations); and (f) such amendments do not materially prejudice the interests of the owners of the Various Purpose Bonds. The authorization hereby given shall be further construed as authorization for the execution and delivery of such certificates and related items as may be required to demonstrate compliance with the agreements being amended and the terms of this Resolution. The execution of any instrument by the Finance Officer shall be conclusive evidence of the approval of such instruments in accordance with the terms hereof. In the absence of the Finance Officer, any instrument authorized by this paragraph to be executed and delivered by the Finance Officer may be executed by such other officer of the City as in the opinion of the City Attorney is authorized to execute and deliver such document.

7.06. Effective Date. This Resolution shall take effect and be in force from and after its approval.

Adopted: April 28, 2010.

Carol Becker
President
Board of Estimate and Taxation

Attest:

Jack A. Qvale
Executive Secretary

seconded by Hodges. Following questions and discussion the motion was adopted. , Yeas – 6. Nays – none. As follows; Yeas – Fine, Johnson, Hodges, Rybak, Wheeler, Becker, - 6. Nays – none.

Fine moved the Resolution authorizing the sale and issuance of General Obligation Various Purpose Bonds, Series 2010, in the original aggregate principal amount of \$32,300,000

RESOLUTION

By Fine

Relating to and providing for the issuance and sale of bonds of the City of Minneapolis in the principal amount of \$32,300,000.

RESOLVED BY THE BOARD OF ESTIMATE AND TAXATION

OF THE CITY OF MINNEAPOLIS

1. Pursuant to authorization by the City Council of the City of Minneapolis (the “City”) and under and pursuant to the provisions of Sections 9 and 10 of Chapter 15 [Board of Estimate and Taxation] of the Charter of the City of Minneapolis, adopted at an election held on November 2, 1920, as amended (the “Charter”), the Board of Estimate and Taxation of the City of Minneapolis (the “Board”) shall proceed forthwith to issue and sell General Obligation Various Purpose Bonds, Series 2010 (the “Various Purpose Bonds”), of the City in the original aggregate principal amount of \$32,300,000, the proceeds thereof to be applied to the following purposes and in the following respective amounts:

(a) \$1,700,000 pursuant to Resolution No. 2009R-593 of the City Council of the City, the proceeds thereof to be used for improvements in the parking ramp system of the City on ramps that are convention center related facilities RMP1001.

(b) \$2,000,000 pursuant to Resolution No. 2007R-650 of the City Council of the City, the proceeds thereof to be used for the acquisition and construction of improvements to the City's water system for WTR0915 Pump Station #4 Rehabilitation.

(c) \$1,366,000 pursuant to Resolution No. 2009R-592 of the City Council of the City, the proceeds thereof to be used for: (i) WTR1012 Water System Distribution Improvements (\$366,000); and (ii) WTR1023 Water Treatment Infrastructure Improvements (\$1,000,000).

(d) \$3,650,000 pursuant to Resolution No. 2008R-548 and Resolution No. 2009R-591 of the City Council of the City, the proceeds thereof to be used for sanitary sewer related projects described therein, including: (i) SW1001 Sanitary Tunnel & Sewer Rehab 2010 Program (\$500,000); and (ii) SW936 Infiltration and Inflow Removal 2009 Program (\$3,150,000).

(e) \$2,440,000 pursuant to Resolution No. 2007R-649 and Resolution No. 2009R-591 of the City Council of the City, the proceeds thereof to be used for storm water related projects described therein, including: (i) SW811 Storm Drain & Tunnel Rehab 2008 Program (\$1,900,000); (ii) PV803 Lynnhurst Street Renovation Storm Drains (\$110,000); and (iii) SW 1001 Storm Drain & Tunnel Rehab 2010 Program (\$430,000).

(f) \$400,000 pursuant to Resolution No. 2008R-545 and Resolution No. 2009R-588 of the City Council of the City, and resolutions of the Park Board, the proceeds thereof to be used by the Park and Recreation Board in its: (i) 2009 Diseased Tree Removal Program (\$200,000); and (ii) 2010 Diseased Tree Removal Program (\$200,000).

(g) \$930,000 of net debt bonds pursuant to Resolution No. 2009R-590 of the City Council of the City, as amended, and a resolution of the Park Board No. 2010-103, the proceeds to be used by the Park and Recreation Board for: (i) PRK1002 Site & Tot lot Rehab (\$250,000); (ii) PRK03 Rehab of Shelter Buildings and Wading Pools (\$355,000); and (iii) PRK1022 Parking Lot reconstruction (Columbia, Folwell, Logan, Van Cleve) (\$325,000).

(h) \$450,000 of net debt bonds pursuant to Resolution No. 2010R-182 of the City Council of the City, as amended, and a resolution of the Park Board No. 2010-101, the proceeds to be used by the Park and Recreation Board for its 2010 McKinstry Energy Efficiency Project.

(i) \$1,900,000 of net debt bonds pursuant to Resolution No. 2006R-614 (as amended by Resolution No. 2007R-479 and Resolution No. 2007R-568) and a resolution of the Library Board adopted on September 19, 2007, for the Community Library system improvements: (i) Webber Park (\$500,000); and (ii) Southeast (\$1,400,000).

(j) \$68,404 to pay and reimburse costs of the Board of Estimate and Taxation.

(k) \$1,977,596 of net debt bonds to be used for the following authorized purposes: (i) PV516 Public Works Richfield Road Improvements (\$451,596) pursuant to Resolution No. 2004R-278; (ii) BR510 St Anthony Parkway Bridge 2005 Program (\$1,000,000) pursuant to Resolution No. 2004R-583; (iii) ART801 Art in Public Places 2008 Program (\$45,000) pursuant to Resolution No. 2007R-648; (iv) BIS811 Citywide Electronic Citation System 2008 Program (\$200,000) pursuant to Resolution No. 2007R-648. (v) CDA801 Heritage Park Redevelopment Project 2008 Program (\$181,000) pursuant to Resolution No. 2007-648; and (vi) TR816 Street Car Initiative 2008 Program (\$100,000) pursuant to Resolution No. 2007R-648.

(l) Various public infrastructure improvements pursuant to Resolution No. 2008R-547, as amended by Resolution No. 2009R-094* (\$5,126,000) the proceeds thereof to be used for the following authorized purposes:

Purpose	Remaining Authorized Amount	Deferred	Issue in 2010
ART01 Art in Public Places 2009 Program	97,000		97,000
BIK921 26 th Ave N Bikeway Study 2009 Program	25,000		25,000
BIK922 18 th Ave NE Bike Striping Monroe-Stinson 2009 Program	50,000		50,000
BIK923 Bike Boulevard Pilot 2009 Program	50,000	50,000	0
BIS904 BIS Enterprise Infrastructure Capital Upgrades 2009 Program	500,000		500,000
BIS906 BIS GIS Application Upgrade 2009 Program	100,000		100,000
BIS912 BIS Mobile Assessor 2009 Program	100,000		100,000
CTY902 City Property Reforestation 2009 Program	150,000		150,000
FIR01 City ECO Training Facility 2008 Program	1,164,000		1,164,000
MBC901 Life Safety Improvements 20099 Program	300,000		300,000

Purpose	Remaining Authorized Amount	Deferred	Issue in 2010
MPD901 Forensic Laboratory 2009 Program	100,000	100,000	
PSD911 Energy Conser & Emission Reduction 2009 Program	300,000	300,000	
PV903 Street Renovation 2009 Program*	200,000		200,000
PV908 I35W & Lake St Interchange Reconst Phase IV 2009 Program	125,000		125,000
PV947 3 rd Ave N Washington Ave to 5 th St N 2009 Program	100,000		100,000
PV956 Asphalt Pavement Resurfacing 2009 Program*	650,000		650,000
PV958 Cottage Park Traffic Calming 2009 Program	90,000		90,000
PV901 Parkway Paving 2009 Program*	750,000		750,000
SWK909 Defective Hazardous Sidewalk Replacements 2009 Program	195,000		195,000
TR907 Traffic & Pedestrian Safety Improvements 2009 Program	200,000		200,000
TR911 City Street Lighting Renovation 2009 Program*	250,000		250,000
TR913 RR Crossings Safety Improvements 2009 Program	135,000	55,000	80,000

(m) Various public infrastructure improvements pursuant to Resolution No. 2009R-590 (\$10,292,000) the proceeds thereof to be used for the following authorized purposes:

Purpose	Remaining Authorized Amount	Deferred	Issue in 2010
ART01 Art in Public Places 2010 Program	203,000	203,000	0
BIK1004 18 th Ave NE Bikeway 2010 Program	1,475,000		1,475,000
BIK1008 Hiawatha Trail Connections 2010 Program	267,000		267,000
BIK1013 RiverLake Greenway East of I-35W 2010 Program	630,000		630,000
BIS1002 BIS Central Traffic Signal Comp Replacement 2010 Program	150,000		150,000
BIS1003 BIS Enterprise Document Management 2010 Program	100,000		100,000
BIS1004 BIS Enterprise Infrastructure Capital Upgrades 2010 Program	500,000		500,000
BIS1006 BIS GIS Application Upgrade 2010 Program	200,000		200,000
BIS1012 BIS Mobil Assessor 2010 Program	150,000		150,000
BIS1013 BIS Risk Mgmt & Claims Application System 2010 Program	252,000		252,000

Purpose	Remaining Authorized Amount	Deferred	Issue in 2010
BIS1015 BIS Master Data Mgmt 2010 Program	155,000		155,000
BR1001 Major Bridge Repair 2010 Program	300,000		300,000
CDA1001 Heritage Park Redevelopment Project 2010 Program	200,000	200,000	0
CTY1002 City Property Reforestation 2010 Program	150,000	150,000	0
MPD1005 Strategic Information Center 2010 Program	1,227,000		1,227,000
MBC1002 Mechanical System Upgrades 2010 Program	700,000		700,000
MBC1004 Elevators 2010 Program	230,000	70,000	160,000
MBC1009 Critical Power 2010 Program	66,000	66,000	0
PSD1001 Facilities & Repair 2010 Program	400,000	400,000	0
PSD1003 Facilities Space Improvements 2010 Program	500,000		500,000
PSD1006 Pioneer & Soldiers Memorial Cemetery Fencing Rehab 2010 Program	250,000		250,000
PSD1011 Energy Conser & Emissions Reductions 2010 Program	300,000	300,000	0
PV1003 Street Renovation 2010 Program	1,675,000	1,275,000	400,000
PV1006 Alley Renovation 2010 Program	175,000		175,000
PV1029 Chicago Av S 8 th St S 28 th St. E 2010 Program	945,000	445,000	500,000
PV1047 3 rd A N St Reconstruction 2010 Program	790,000	150,000	640,000
PV1056 Pavement Resurfacing 2010 Program	400,000		400,000
SWK1009 Defective Hazardous Sidewalk Replacements 2010 Program	205,000		205,000
TR1003 LED Replacement 2010 Program	50,000		50,000
TR1007 Traffic 7 Pedestrian Safety Improvements 2010 Program	200,000	104,000	96,000
TR1008 Parkway Lighting Replacement 2010 Program	150,000		150,000
TR1010 Traffic Management System 2010 Program	470,000		470,000
TR1011 City Street Lighting Renovation 2010 Program	100,000		100,000
TR1013 RR Crossings Safety Improvements 2010 Program	150,000	110,000	40,000
TR1015 Safe Routes to School 2010 Program	50,000		50,000

2. Costs of issuance with respect to the Various Purpose Bonds are to be paid first from any premium received on the bond sale with any remaining cost to be prorated and paid from the following funds: (i) Water Fund; (ii) Storm Water Fund; (iii) Sewer Fund; (iv) Parking Fund; and (v) Bond Redemption Fund.

3. Board staff is authorized to use Northland Securities, Inc. for sale administration and American Financial Printing, Inc. to produce the Official Statement and related electronic documents.

4. The Various Purpose Bonds shall mature on December 1 in the years and amounts as follows (subject to adjustment):

Maturity (December 1)	Principal Amount
2010	\$ 7,990,000
2011	9,510,000
2012	6,000,000
2013	2,000,000
2014	2,000,000
2015	2,500,000
2016	1,000,000
2017	1,300,000

5. Board staff will consider competitive proposals for the sale of the Various Purpose Bonds on Tuesday, May 25, 2010 at an appropriate time selected by the Board staff. The terms of the sale shall be as set forth in the Official Terms of Proposal on file with the Executive Secretary. The Executive Secretary shall prepare and distribute an Official Statement and take such other actions as may be necessary and appropriate to conduct the sale. The Executive Secretary shall adjust any one or more of the maturities of the Various Purpose Bonds based on the original issue premium of the winning bid and shall award the sale of the Various Purpose Bonds to the bidder with the lowest responsible bid.

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Adopted: April 28, 2010.

Carol Becker
President
Board of Estimate and Taxation

Attest:

Jack A. Qvale
Executive Secretary

seconded by Hodges. Following questions and discussion the motion was adopted. , Yeas – 6. Nays – none. As follows; Yeas – Fine, Johnson, Hodges, Rybak, Wheeler, Becker, - 6. Nays – none.

The Secretary presented the following; City Council requesting the Board of Estimate & Taxation to issue Refunding bonds for savings

- A. Ways & Means/Budget letter of April 12, 2010 identifying the Bond issues involved .
- B. Resolution 2010R-181 of the City Council adopted April 16, 2010 requesting the Board of Estimate & Taxation to issue Refunding bonds for savings
- C. Background information
 - 1. Refunding plan.
 - 2. Bond issues with amounts outstanding, cash out information, replaced with Refunding Bonds.
 - 3. Cross walk between Bond issues and debt service payers.
 - 4. Average life of bonds being refunded (old bonds) vs. average life of refunding (new) bonds shown by debt service payer.
 - 5. Proposed starting structure of refunding Bonds
 - 6. Possible adjustments to size of refunding issue based on low bid.
 - 7. Bids from the May 2009 sale as a reference frame.
 - 8. Estimated escrow account payouts

Fine moved the Resolution providing for the issuance and sale of bonds

RESOLUTION

By Fine

AUTHORIZING THE SALE AND ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2010, IN THE ORIGINAL AGGREGATE PRINCIPAL AMOUNT OF \$185,000,000; AND PROVIDING THE FORMS, TERMS, AND FINDINGS, COVENANTS, AND DIRECTIONS RELATING TO THE ISSUANCE OF SUCH OBLIGATIONS

BE IT RESOLVED By the Board of Estimate and Taxation (the "Board") of the City of Minneapolis, Minnesota (the "City") as follows:

Section 1. Background and Authority.

1.01. Previous Board Action. Pursuant to a resolution adopted by the Board on the date hereof, the Board determined to solicit proposals for the purchase of General Obligation Refunding Bonds, Series 2010 (the "Refunding Bonds") of the City, in the estimated original aggregate principal amount of \$185,000,000, in accordance with the Official Terms of Proposal on file with the Executive Secretary of the Board and incorporated into an Official Statement to be prepared and distributed with respect to the Refunding Bonds. The proceeds of the Refunding Bonds will be used to redeem and prepay the outstanding obligations of the City described below.

1.02. Authority. The City is authorized to issue the Refunding Bonds pursuant to the terms of the City Charter and Minnesota Statutes, Chapter 475, as amended (the "Municipal Debt Act") and, in particular, Section 475.67 of the Municipal Debt Act.

1.03. Series 2000A Parking Ramp Bonds. Pursuant to Resolution No. 99R-431 adopted by the City Council of the City (the "City Council") on December 9, 1999, and resolutions adopted by the Board on December 9, 1999 and January 12, 2000, the City issued its General Obligation Parking Ramp Bonds, Series 2000A (the "Series 2000A Parking Ramp Bonds") in the original aggregate principal amount of \$10,800,000 on January 26, 2000. The Series 2000A Parking Ramp Bonds were issued for the purpose of financing the acquisition and construction of a municipal parking ramp located at 10th Avenue North and Washington Avenue North in the City.

1.04. Series 2000 TIF Bonds. Pursuant to Resolution No. 2000R-128 adopted by the City Council on March 24, 2000, as amended by Resolution No. 2000R-235, adopted by the City Council on May 19, 2000, and resolutions adopted by the Board on May 17, 2000, and June 21, 2000, the City issued its General Obligation Tax Increment Bonds, Series 2000 (the "Series 2000 TIF Bonds") in the original aggregate principal amount of \$5,000,000 on June 29, 2000. The Series 2000 TIF Bonds were issued for the purpose of financing primarily skyways and skyway connections which constituted the remaining costs of the public elements of a cooperative development involving the Minneapolis Community Development Agency, West Metro Education Program, and the University of St. Thomas.

1.05. Series 2001 Various Purpose Bonds. Pursuant to Resolution No. 97R-394 adopted by the City Council on December 11, 1997, Resolution No. 98R-509 adopted by the City Council on December 18, 1998, Resolution No. 98R-510 adopted by the City Council on December 18, 1998, Resolution No. 99R-427 adopted by the City Council on December 9, 1999, Resolution No. 99R-430 adopted by the City Council on December 9, 1999, Resolution No. 2001R-010 adopted by the City Council on January 19, 2001, Resolution No. 2001R-011 adopted by the City Council on January 19, 2001, Resolution No. 2001R-013 adopted by the City Council on January 19, 2001, Resolution No. 2001R-015 adopted by the City Council on January 19, 2001, and Resolution No. 2001R-146 adopted by the City Council on April 6, 2001, and resolutions adopted by the Board on July 11, 2001 and August 8, 2001, the City issued its General Obligation Various Purpose Bonds, Series 2001 (the "Series 2001 Various Purpose Bonds") in the original aggregate principal amount of \$93,000,000 on August 29, 2001. The Series 2001 Various Purpose Bonds were issued for the purpose of financing certain municipal improvements in the City.

1.06. Series 2001 Improvement Bonds. Pursuant to Resolution No. 97R-273 adopted by the City Council on September 12, 1997, Resolution No. 97R-276 adopted by the City Council on September 27, 1997, Resolution No. 97R-419 adopted by the City Council on December 12, 1997, Resolution No. 98R-107 adopted by the City Council on April 10, 1998, Resolution No. 99R-145 adopted by the City Council on May 7, 1999, Resolution No. 99R-163 adopted by the City Council on May 21, 1999, Resolution No. 99R-167 adopted by the City Council on May 21, 1999, Resolution No. 99R-387 adopted by the City Council on October 29, 1999, Resolution No. 2000R-067 adopted by the City Council on February 18, 2000, Resolution No. 2000R-069 adopted by the City Council on February 18, 2000, Resolution No. 2000R-112 adopted by the City Council on March 24, 2000, Resolution No. 2000R-113 adopted by the City Council on March 24, 2000, Resolution No. 2000R-116 adopted by the City Council on March 24, 2000, Resolution No. 2000R-154 adopted by the City Council on April 7, 2000, Resolution No. 2000R-155 adopted by the City Council on April 7, 2000, Resolution No. 2000R-178 adopted by the City Council on April 21, 2000, Resolution No. 2000R-203 adopted by the City Council on May 5, 2000, Resolution No. 2000R-230 adopted by the City Council on May 19, 2000, Resolution No. 2000R-274 adopted by the City Council on June 9, 2000, Resolution No. 2000R-277 adopted by the City Council on June 9, 2000, Resolution No. 2000R-302 adopted by the City Council on June 23, 2000, Resolution No. 2000R-338 adopted by the City Council on July 28, 2000, Resolution No. 2000R-340 adopted by the City Council on July 28, 2000, Resolution No. 2000R-385 adopted by the City Council on August 25, 2000, Resolution No. 2000R-436 adopted by the City Council on September 29, 2000, Resolution No. 2001R-098 adopted by the City Council on March 23, 2001, Resolution No. 2001R-138 adopted by the City Council on April 6, 2001, and Resolution No. 2001R-142 adopted by the City Council on April 6, 2001, and resolutions adopted by the Board on July 11, 2001 and August 8, 2001, the City issued its General Obligation Improvement Bonds, Series 2001 (the "Series 2001 Improvement Bonds") in the original aggregate principal amount of \$9,245,000 on August 29, 2001. The Series 2001 Improvement Bonds were issued for the purpose of financing certain municipal improvements in the City.

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1.07. Series 2002 Various Purpose Bonds. Pursuant to Resolution No. 98R-509 adopted by the City Council on December 18, 1998, Resolution No. 98R-511 adopted by the City Council on December 18, 1998, Resolution No. 99R-430 adopted by the City Council on December 9, 1999, Resolution No. 2001R-013 adopted by the City Council on January 19, 2001, Resolution No. 2001R-015 adopted by the City Council on January 19, 2001, Resolution No. 2001R-115 adopted by the City Council on March 23, 2001, Resolution No. 2001R-118 adopted by the City Council on March 23, 2001, Resolution No. 2001R-234 adopted by the City Council on June 8, 2001, Resolution No. 2001R-434 adopted by the City Council on September 28, 2001, Resolution No. 2001R-508 adopted by the City Council on December 13, 2001, Resolution No. 2001R-510 adopted by the City Council on December 13, 2001, Resolution No. 2001R-511 adopted by the City Council on December 13, 2001, Resolution No. 2002R-114 adopted by the City Council on April 5, 2002, Resolution No. 2002-105 adopted by the Park and Recreation Board on January 23, 2002, Resolution No. 2001-132 adopted by the Park and Recreation Board on February 7, 2001, Resolution No. 2001-149 adopted by the Park and Recreation Board on June 6, 2001, Resolution No. 2001-166 adopted by the Park and Recreation Board on August 22, 2001, Resolution No. 2001-167 adopted by the Park and Recreation Board on September 19, 2001, Resolution No. 2001-172 adopted by the Park and Recreation Board on October 10, 2001, Resolution No. 2001-182 adopted by the Park and Recreation Board on November 14, 2001, a resolution of the Library Board adopted on February 20, 2002, and resolutions adopted by the Board on April 24, 2002 and June 26, 2002, the City issued its General Obligation Various Purpose Bonds, Series 2002 (the "Series 2002 Various Purpose Bonds") in the original aggregate principal amount of \$35,200,000 on July 11, 2002. The Series 2002 Various Purpose Bonds were issued for the purpose of financing certain municipal improvements in the City.

1.08. Series 2002 Convention Center Bonds. Pursuant to Resolution No. 2002R-178 adopted by the City Council on May 17, 2002, Resolution No. 2002R-179 adopted by the City Council on May 17, 2002, two resolutions adopted by the Board on May 29, 2002, and a resolution adopted by the Board on June 26, 2002, the City issued its General Obligation Convention Center Bonds, Series 2002 (the "Series 2002 Convention Center Bonds") in the original aggregate principal amount of \$108,200,000 on July 11, 2002. The Series 2002 Convention Center Bonds were issued for the purpose of refunding the outstanding principal amount of the General Obligation Sales Tax Refunding bonds, Series 1992, the outstanding principal amount of the General Obligation Convention Center Bonds, Series 2001, and a portion of the outstanding principal amount of the General Obligation Convention Center Bonds, Series 2000.

1.09. Series 2002 Improvement Bonds. Pursuant to Resolution No. 2000R-083 adopted by the City Council on March 3, 2000, Resolution No. 2000R-084 adopted by the City Council on March 3, 2000, Resolution No. 2000R-199 adopted by the City Council on May 5, 2000, Resolution No. 2000R-199 adopted by the City Council on May 5, 2000, Resolution No. 2000R-438 adopted by the City Council on September 29, 2000, Resolution No. 2000R-439 adopted by the City Council on September 29, 2000, Resolution No. 2000R-575 adopted by the City Council on December 29, 2000, Resolution No. 2000R-576 adopted by the City Council on December 29, 2000, Resolution No. 2000R-577 adopted by the City Council on December 29, 2000, Resolution No. 2000R-494 adopted by the City Council on November 21, 2001, Resolution No. 2000R-495 adopted by the City Council on November 21, 2001, Resolution No. 2000R-496 adopted by the City Council on November 21, 2001, Resolution No. 2000R-065 adopted by the City Council on February 16, 2001, Resolution No. 2000R-065 adopted by the City Council on February 16, 2001, Resolution No. 2000R-066 adopted by the City Council on February 16, 2001, Resolution No. 2000R-067 adopted by the City Council on February 16, 2001, Resolution No. 2001R-101 adopted by the City Council on March 23, 2001, Resolution No. 2001R-102 adopted by the City Council on March 23, 2001, Resolution No. 2001R-103 adopted by the City Council on March 23, 2001, Resolution No. 2001R-128 adopted by

the City Council on April 6, 2001, Resolution No. 2001R-223 adopted by the City Council on June 8, 2001, Resolution No. 2001R-224 adopted by the City Council on June 8, 2001, Resolution No. 2001R-225 adopted by the City Council on June 8, 2001, Resolution No. 2001R-129 adopted by the City Council on April 6, 2001, Resolution No. 2001R-226 adopted by the City Council on June 8, 2001, Resolution No. 2001R-227 adopted by the City Council on June 8, 2001, Resolution No. 2001R-228 adopted by the City Council on June 8, 2001, Resolution No. 2001R-132 adopted by the City Council on April 6, 2001, Resolution No. 2001R-133 adopted by the City Council on April 6, 2001, Resolution No. 2000R-357 adopted by the City Council on August 11, 2000, Resolution No. 2000R-358 adopted by the City Council on August 11, 2000, Resolution No. 2000R-359 adopted by the City Council on August 11, 2000, Resolution No. 2001R-402 adopted by the City Council on September 14, 2001, Resolution No. 2001R-403 adopted by the City Council on September 14, 2001, Resolution No. 2001R-404 adopted by the City Council on September 14, 2001, Resolution Nos. 2001R-325-333 adopted by the City Council on July 27, 2001, Resolution Nos. 2001R-334-342 adopted by the City Council on July 27, 2001, Resolution No. 2002R-308 adopted by the City Council on September 13, 2002, Resolution No. 2002R-309 adopted by the City Council on September 13, 2002, Resolution No. 2002R-076 adopted by the City Council on March 22, 2002, Resolution No. 2002R-077 adopted by the City Council on March 22, 2002, Resolution No. 2002R-220 adopted by the City Council on June 21, 2002, Resolution No. 2002R-221 adopted by the City Council on June 21, 2002, Resolution No. 2002R-222 adopted by the City Council on June 21, 2002, Resolution No. 2002R-268 adopted by the City Council on July 26, 2002, Resolution No. 2002R-269 adopted by the City Council on July 26, 2002, and Resolution No. 2002R-270 adopted by the City Council on July 26, 2002, and resolutions adopted by the Board on September 25, 2002 and October 23, 2002, the City issued its General Obligation Improvement Bonds, Series 2002 (the "Series 2002 Improvement Bonds") in the original aggregate principal amount of \$5,890,000 on November 7, 2002. The Series 2002 Improvement Bonds were issued for the purpose of financing certain municipal improvements in the City.

1.10. Series 2002A Convention Center Bonds. Pursuant to Resolution No. 2002R-178 adopted by the City Council on May 17, 2002, Resolution No. 2002R-179 adopted by the City Council on May 17, 2002, two resolutions adopted by the Board on September 25, 2002, and a resolution adopted by the Board on October 23, 2002, the City issued its General Obligation Convention Center Bonds, Series 2002A (the "Series 2002A Convention Center Bonds") in the original aggregate principal amount of \$48,400,000 on November 7, 2002. The Series 2002A Convention Center Bonds were issued for the purpose of refunding the outstanding principal amount of the General Obligation Convention Center Bonds, Series 1999.

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1.11. Series 2003 Various Purpose Bonds. Pursuant to Resolution No. 98R-509 adopted by the City Council on December 18, 1998, Resolution No. 99R-427 adopted by the City Council on December 9, 1999, Resolution No. 99R-430 adopted by the City Council on December 9, 1999, Resolution No. 2001R-013 adopted by the City Council on January 19, 2001, Resolution No. 2001R-015 adopted by the City Council on January 19, 2001, Resolution No. 2001R-510 adopted by the City Council on December 13, 2001, Resolution No. 2001R-511 adopted by the City Council on December 13, 2001, Resolution No. 2001R-512 adopted by the City Council on December 13, 2001, Resolution No. 2002R-223 adopted by the City Council on June 21, 2002, Resolution No. 2002R-477 adopted by the City Council on December 16, 2002, Resolution No. 2002R-479 adopted by the City Council on December 16, 2002, Resolution No. 2002R-480 adopted by the City Council on December 16, 2002, Resolution No. 2002R-481 adopted by the City Council on December 16, 2002, Resolution No. 2002R-483 adopted by the City Council on December 16, 2002, Resolution No. 2003R-125 adopted by the City Council on April 4, 2003, and resolutions adopted by the Board on June 11, 2003 and June 25, 2003, the City issued its General Obligation Various Purpose Bonds, Series 2003 (the "Series 2003 Various Purpose Bonds") in the original aggregate principal amount of \$68,615,000 on July 10, 2003. The Series 2003 Various Purpose Bonds were issued for the purpose of financing certain municipal improvements in the City.

1.12. Series 2003 Improvement Bonds. Pursuant to Resolution No. 2001R-303 adopted by the City Council on July 13, 2001, Resolution No. 2001R-304 adopted by the City Council on July 13, 2001, Resolution No. 2001R-305 adopted by the City Council on July 13, 2001, Resolution No. 2003R-090 adopted by the City Council on March 21, 2003, Resolution No. 2003R-088 adopted by the City Council on March 21, 2003, Resolution No. 2003R-155 adopted by the City Council on April 18, 2003, Resolution No. 2003R-161 adopted by the City Council on April 18, 2003, Resolution No. 2003R-196 adopted by the City Council on May 2, 2003, Resolution No. 2003R-193 adopted by the City Council on May 2, 2003, Resolution No. 2003R-229 adopted by the City Council on May 16, 2003, Resolution No. 2003R-319 adopted by the City Council on July 11, 2003, Resolution No. 2001R-136 adopted by the City Council on April 6, 2001, Resolution No. 2003R-315 adopted by the City Council on July 11, 2003, Resolution No. 2003R-092 adopted by the City Council on March 21, 2003, Resolution No. 2001R-134 adopted by the City Council on April 6, 2001, Resolution No. 2003R-376 adopted by the City Council on August 8, 2003, Resolution No. 2003R-343 adopted by the City Council on July 25, 2003, Resolution No. 2000R-232 adopted by the City Council on May 19, 2000, Resolution No. 2000R-312 adopted by the City Council on June 23, 2000, and resolutions adopted by the Board on October 8, 2003 and October 29, 2003, the City issued its General Obligation Improvement Bonds, Series 2003 (the "Series 2003 Improvement Bonds") in the original aggregate principal amount of \$6,130,000 on November 6, 2003. The Series 2003 Improvement Bonds were issued for the purpose of financing certain municipal improvements in the City.

1.13 City Council's Request. On April 16, 2010, the City Council adopted Resolution No. 2010R-181, which authorizes the Board to incur indebtedness, issue and sell general obligation refunding bonds (the "Refunding Bonds") pursuant to Section 475.67 of the Municipal Debt Act and the City Charter to refund the outstanding principal amount of the following obligations of the City: (i) Series 2000A Parking Ramp Bonds; (ii) Series 2000 TIF Bonds; (iii) Series 2001 Various Purpose Bonds; (iv) Series 2001 Improvement Bonds; (v) Series 2002 Various Purpose Bonds; (vi) Series 2002 Convention Center Bonds; (vii) Series 2002 Improvement Bonds; (viii) Series 2002A Convention Center Bonds; (ix) Series 2003 Various Purpose Bonds; and (x) Series 2003 Improvement Bonds (collectively, the "Refunded Bonds").

1.14. Redemption of Refunded Bonds. The Series 2000A Parking Ramp Bonds, the Series 2000 TIF Bonds, the Series 2002 Various Purpose Bonds, the Series 2002 Convention Center Bonds, the Series 2002 Improvement Bonds, the Series 2002A Convention Center Bonds, the Series 2003 Various Purpose Bonds, and the Series 2003 Improvement Bonds are subject to redemption and prepayment, in whole or in part, on December 1, 2010, and on any date thereafter, at a redemption price equal to the par amount of such Refunded Bonds to be redeemed and prepaid plus accrued interest to the date of redemption. The Series 2001 Various Purpose Bonds and the Series 2001 Improvement Bonds are subject to redemption and prepayment, in whole or in part, on December 1, 2011, and on any date thereafter, at a redemption price equal to the par amount of such Refunded Bonds to be redeemed and prepaid plus accrued interest to the date of redemption. To provide for the redemption and prepayment of all of the outstanding Refunded Bonds, the City is proposing to issue the Refunding Bonds in an estimated aggregate principal amount of \$185,000,000, and apply the net proceeds derived from the sale of the Refunding Bonds to the current refunding of the Refunded Bonds on the first date on which each series of the Refunded Bonds are subject to redemption.

Section 2. Issuance of Bonds. In order to redeem and prepay the Refunded Bonds, there is hereby authorized to be issued by the City the Refunding Bonds in the estimated aggregate principal amount of \$185,000,000.

Section 3. Terms and Forms of Refunding Bonds.

3.01. Bond Terms. The Refunding Bonds are authorized to be issued in accordance with the terms of this Resolution. The Refunding Bonds shall be designated "General Obligation Refunding Bonds, Series 2010" shall be issued in one or more series as the Executive Secretary may determine, and shall be assigned a separate series designation determined by the Executive Secretary for each series issued by the City. Any series of Refunding Bonds may be designated such other name or names as determined to be appropriate by the Executive Secretary. The Refunding Bonds shall be dated the date of issue, or such other date as the Executive Secretary may determine, shall be issued in denominations of \$5,000 or any integral multiple thereof, and each series shall be numbered from R-1 upwards in order of issuance, or with such other numbering and in such other order as the Bond Registrar may determine. The Refunding Bonds shall be issued in the original aggregate principal amount of \$185,000,000, or such greater or lesser amount as the Executive Secretary shall determine to be necessary and appropriate to redeem and prepay the Refunded Bonds. The Refunding Bonds shall bear interest at the rates per annum approved by the Executive Secretary in connection with the sale thereof, payable semiannually on June 1 and December 1 of each year, or such other dates determined by the Executive Secretary, commencing on December 1, 2010, or such other date determined by the Executive Secretary, from the date of the Refunding Bonds or the most recent interest payment date to which interest has been paid or duly provided for, computed on the basis of a 360-day year of twelve thirty-day months. The principal of the Refunding Bonds shall mature on such dates and in such principal amounts as shall be determined by the Executive Secretary, consistent with the requirements of Section 475.54, subdivisions 1 and 17 of the Municipal Debt Act (determined, if necessary, by combining such maturities with those of other obligations of the City). The Executive Secretary may determine to designate any portion of the principal of the Refunding Bonds to be combined into one or more term Refunding Bonds subject to mandatory sinking fund redemptions in the years and amounts determined by the Executive Secretary. The authorization to issue the Refunding Bonds is effective without any additional action by the City Council or the Board and shall be undertaken by the Executive Secretary on such date or dates and upon the terms and conditions deemed reasonable by the Executive Secretary.

The Executive Secretary shall establish a date on and after which all Refunding Bonds shall be subject to redemption and prior payment in whole or in part at the option of the City. The redemption price of the Refunding Bonds shall be at such redemption prices, with or without premium, as the Executive Secretary shall determine necessary to obtain the lowest interest rates for the Refunding Bonds consistent with the finance plan pursuant to which the Refunding Bonds are to be issued.

Thirty (30) days prior to any redemption date, notice of any such redemption shall be given by mail to the banks where the Refunding Bonds are payable and to the registered owners, in accordance with the terms of the Municipal Debt Act. In the event of a partial redemption by lot of the Refunding Bonds, the Bond Registrar shall assign to each Refunding Bond then outstanding a distinctive number for each \$5,000 of the principal amount of such Refunding Bonds and shall select by lot in the manner it determines the order of numbers, at \$5,000 for each number, for all outstanding Refunding Bonds of the maturity to be redeemed. The order of selection of Refunding Bonds to be redeemed shall be the Refunding Bonds to which were assigned numbers so selected, but only so much of the principal amount of each Refunding Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. Upon partial redemption of any Refunding Bond, the same shall be surrendered in exchange for one or more new Refunding Bonds in authorized form for the unredeemed portion of principal. The method of selecting Refunding Bonds for optional redemption may be altered in such manner as the Executive Secretary shall determine to be necessary and appropriate in the interests of the City and the owners of the Refunding Bonds.

3.02. Method of Payment; Bond Registrar and Paying Agent. The Refunding Bonds shall be payable as to principal upon presentation and surrender thereof at the office of the Finance Officer, in Minneapolis, Minnesota, as the initial Bond Registrar and Paying Agent, or at the offices of such other successor agents as the City may hereafter designate upon sixty (60) days mailed notice to the registered owners at their respective registered addresses. At the written request of the registered owner thereof, or at the direction of the Finance Officer, the payment of at least \$100,000 in principal amount of Refunding Bonds shall be made by wire transfer of immediately available funds to any bank in the continental United States upon presentation and surrender of such Refunding Bonds at the office of the Paying Agent. Interest shall be paid by check or draft mailed to the registered owners of record as of the fifteenth day (whether or not a business day) of the month next preceding the applicable interest payment date at their addresses shown on the registration books or, at the written request of a registered owner of at least \$1,000,000 in aggregate principal amount of Refunding Bonds or at the direction of the Finance Officer, by wire transfer of immediately available funds to any bank in the continental United States as the registered owner may specify.

3.03. Bond Form. The Refunding Bonds shall be in substantially the following form with necessary variations as to name, series designation, number, CUSIP Number, denomination, rate of interest, and date of maturity, the blanks therein to be properly filled in, and with such other additions, deletions, or other changes as the Executive Secretary may determine:

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(Form of Refunding Bonds)

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

No. R- _____

\$ _____

CITY OF MINNEAPOLIS

**GENERAL OBLIGATION REFUNDING BONDS
SERIES 2010**

<u>Interest Rate</u>	<u>Maturity</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	December 1, 20__	June __, 2010	

Registered Owner: Cede & Co.

Principal Amount: _____ DOLLARS

The City of Minneapolis, Minnesota, a duly organized and existing municipal corporation in Hennepin County, 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 stated above, on the maturity date specified above, with interest thereon from the date hereof at the annual rate specified above, payable _____ 1 and _____ 1 in each year, commencing _____, to the person in whose name this Bond is registered at the close of business on the fifteenth day (whether or not a business day) of the immediately preceding 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 of the Paying Agent designated under the Resolution described herein or its successor. 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 City may elect on _____, and on any day thereafter to prepay Bonds due on or after _____. Redemption may be in whole or in part and if in part, at the option of the City and in such manner as the City will determine. If less than all Bonds of a maturity are called for redemption, the City will notify The Depository Trust Company ("DTC") of the particular amount of such maturity to be prepaid. DTC will determine by lot the amount of each participant's interest in such maturity to be redeemed and each participant will then select by lot the beneficial ownership interests in such maturity to be redeemed. Prepayments will be at a price of par plus accrued interest.

This Bond is one of an issue in the aggregate principal amount of \$_____, all of like original issue date and tenor, except as to number, maturity date, redemption privilege, and interest rate, all issued pursuant to a resolution adopted by the Board of Estimate and Taxation on April 28, 2010 (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, Section 475.67, as amended. The principal hereof and interest hereon are payable from special assessments against property specially benefited by local improvements, certain net sales tax revenues, tax increment revenues, and other revenues of 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 has obligated itself to levy ad valorem taxes on all taxable property in the City in the event of any deficiency, 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.

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 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, statutory, or charter 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 the manual signature of one of its authorized representatives.

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IN WITNESS WHEREOF, the City of Minneapolis, acting by and through its Board of Estimate and Taxation, has caused this Bond to be executed in its name and on its behalf by the facsimile or manual signature of the Finance Officer, Countersigned by the manual or facsimile signature of the President of the Board of Estimate and Taxation, and its official seal to be affixed or imprinted hereon.

CITY OF MINNEAPOLIS, MINNESOTA

(SEAL)

By _____
Finance Officer

Countersigned by _____
President of Board of Estimate and Taxation

(The remainder of this page is intentionally left blank)

Registrar's Registration and Authentication Certificate

This is one of the Bonds described in the within mentioned Bond Resolution and has been registered as to principal and interest in the name of the Registered Owner identified above on the registration books of the Finance Officer of the City of Minneapolis.

Finance Officer, as Registrar

Dated: _____

(The remainder of this page is intentionally left blank.)

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____

(Please Print or Typewrite Name and Address of Transferee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Please Insert Social Security Number or
Other Identifying Number of Assignee.

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

Signature Guaranteed:

Signatures must be guaranteed by a national bank or
trust company, or by a brokerage firm which is a
member of a major stock exchange.

(The remainder of this page is intentionally left blank.)

3.04. Registration. As long as any of the Refunding Bonds issued hereunder shall remain outstanding, the City shall maintain and keep at the office of the Bond Registrar an office or agency for the payment of the principal of and interest on such Refunding Bonds, as in this Resolution provided, and for the registration and transfer of such Refunding Bonds, and shall also keep at said office of the Bond Registrar books for such registration and transfer. Upon surrender for transfer of any Refunding Bond at the office of a Bond Registrar with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner or the registered owner's duly authorized attorney, and upon payment of any tax, fee or other governmental charge required to be paid with respect to such transfer, the City shall execute and the Bond Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more fully registered Refunding Bonds of the same series, of any authorized denominations and of a like aggregate principal amount, interest rate and maturity. Any Refunding Bonds, upon surrender thereof at the office of the Bond Registrar may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Refunding Bonds of the same maturity and interest rate of any authorized denominations. In all cases in which the privilege of exchanging Refunding Bonds or transferring fully registered Refunding Bonds is exercised, the City shall execute and the Bond Registrar shall deliver Refunding Bonds in accordance with the provisions of this Resolution. For every such exchange or transfer of Refunding Bonds, whether temporary or definitive, the City or the Bond Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Notwithstanding any other provision of this Resolution, the cost of preparing each new Refunding Bond upon each exchange or transfer, and any other expenses of the City or the Bond Registrar incurred in connection therewith (except any applicable tax, fee or other governmental charge) shall be paid by the City. The City and the Bond Registrar shall not be required to make any transfer or exchange of any Refunding Bonds called for redemption, nor be obligated to make any such exchange or transfer of Refunding Bonds during the fifteen (15) days next preceding the date of the first publication or the mailing (if there is no publication) of notice of redemption in the case of a proposed redemption of Refunding Bonds.

3.05. Record Dates. Interest on any Refunding Bond which is payable, and is punctually paid or duly provided for, on any interest payment date shall be paid to the person in whose name that Refunding Bond (or one or more Refunding Bonds for which such bond was exchanged) is registered at the close of business on the fifteenth day of the preceding month. Any interest on any Refunding Bond which is payable, but is not punctually paid or duly provided for, on any interest payment date shall cease to be payable to the registered holder on the relevant regular record date solely by virtue of such holder having been such holder; and such defaulted interest may be paid by the City in any lawful manner, if, after notice given by the City to the Bond Registrar of the proposed payment pursuant to this paragraph, such payment shall be deemed practicable by the Bond Registrar. Such payments shall then be made to the persons in whose names the Refunding Bonds are registered at the close of business on a special record date established by the Bond Registrar. Subject to the foregoing provisions of this paragraph, each Refunding Bond delivered under this Resolution upon transfer of or in exchange for or in lieu of any other Refunding Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Refunding Bond and each such Refunding Bond shall bear interest from such date that neither gain nor loss in interest shall result from such transfer, exchange or substitution.

3.06. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Refunding Bond shall become mutilated or be destroyed, stolen or lost, the City shall execute and the Bond Registrar shall authenticate and deliver a new Refunding Bond of like maturity and principal amount as the Refunding Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Refunding Bond, upon surrender and cancellation of such mutilated Refunding Bond, or in lieu of and substitution for the Refunding Bond destroyed, stolen or lost, upon filing with the City evidence satisfactory to the City and the Bond Registrar that such Refunding Bond has been destroyed, stolen or lost and proof of ownership thereof, and upon furnishing the City and the Bond Registrar with indemnity satisfactory to them and complying with such other reasonable regulations as the City and the Bond Registrar may prescribe and paying such expenses as the City and the Bond Registrar may incur in connection therewith. All Refunding Bonds so surrendered to the Bond Registrar shall be cancelled by it and evidence of such cancellation shall be given to the City.

3.07. Owners. As to any Refunding Bond, the City and the Bond Registrar and their respective successors, each in its discretion, may deem and treat the person in whose name such Refunding Bond for the time being shall be registered as the absolute owner thereof for all purposes and neither the City nor the Bond Registrar nor their respective successors shall be affected by any notice to the contrary. Payment of or on account of the principal of any such Refunding Bond shall be made only to or upon the order of the registered owner thereof, but such registration may be changed as above provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Refunding Bond to the extent of the sum or sums so paid.

3.08. Use of Securities Depository; Book-Entry Only System. The provisions of this Section shall take precedence over the provisions of Sections 4.01 through 4.07 hereof to the extent they are inconsistent therewith.

(a) The Depository Trust Company (“DTC”) has agreed to act as securities depository for the Refunding Bonds, and to provide a Book-Entry Only System for registering the ownership interests of the financial institutions for which it holds the Refunding Bonds (the “DTC Participants”), and for distributing to such DTC Participants such amount of the principal and interest payments on the Refunding Bonds as they are entitled to receive, for redistribution to the beneficial owners of the Refunding Bonds as reflected in their records (the “Beneficial Owners”).

(b) Initially, and so long as DTC or another qualified entity continues to act as securities depository, the Refunding Bonds shall be issued in typewritten form, one for each maturity in a principal amount equal to the aggregate principal amount of each maturity, shall be registered in the name of the securities depository or its nominee, and shall be subject to the provisions of this Section. While DTC is acting as the securities depository, the Refunding Bonds shall be registered in the name of DTC’s nominee, CEDE & CO; provided that upon delivery by DTC to the City and the Bond Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of CEDE & CO., the words “CEDE & CO.” in this Resolution shall refer to such new nominee of DTC.

With respect to Refunding Bonds registered in the name of DTC or its nominee, the City and the Bond Registrar shall have no responsibility or obligation to any DTC Participant or other person with respect to the following: (i) the accuracy of the records of any securities depository or its nominee with respect to any ownership interest in the Refunding Bonds; (ii) the delivery to any DTC Participant or other person or any other person, other than DTC, of any notice with respect to the Refunding Bonds, including any notice of redemption; or (iii) the payment to any DTC Participant or any other person, other than DTC, of any amount with respect to the principal of or interest on the Refunding Bonds. The Bond Registrar shall pay all principal of and interest on the Refunding Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to the principal and interest on the Refunding Bonds to the extent of the sum or sums so paid. So long as the Book-Entry Only System described in this Section is in effect, no person other than DTC shall receive an authenticated Refunding Bond.

(c) Upon receipt by the City and the Bond Registrar of written notice from DTC or any other securities depository to the effect that it is unable or unwilling to discharge its responsibilities under the Book-Entry Only System, the Bond Registrar shall issue, transfer, and exchange Refunding Bonds of the initial series as requested by the securities depository in appropriate amounts, and whenever the securities depository requests the City and the Bond Registrar to do so, the City and the Bond Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice: (i) to arrange for a substitute depository willing and able, upon reasonable and customary terms, to maintain custody of the Refunding Bonds; or (ii) to make available Refunding Bonds registered in whatever name or names the Beneficial Owner registering ownership, transferring or exchanging such Refunding Bonds shall designate, in accordance with clause (f) or clause (g) below, whichever is applicable.

(d) In the event the City determines that it is in the best interests of the Beneficial Owners that they be able to obtain printed Refunding Bonds, the City may so notify the securities depository and the Bond Registrar, whereupon the securities depository shall notify the Beneficial Owners of the availability through the securities depository of such printed Refunding Bonds. In such event, the City shall cause to be prepared and the Bond Registrar shall issue, transfer and exchange printed Refunding Bonds, fully executed and authenticated, as requested by the securities depository in appropriate amounts and, whenever the securities depository requests, the City and the Bond Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice to make available printed Refunding Bonds registered on the Bond Register in whatever name or names the Beneficial Owners entitled to receive Refunding Bonds shall designate, in accordance with clause (f) or clause (g) below, whichever is applicable.

(e) Notwithstanding any other provisions of this Resolution to the contrary, so long as any Refunding Bond is registered in the name of a securities depository or its nominee, all payments of principal and interest on the Refunding Bond and all notices with respect to the Refunding Bond shall be made and given, respectively, to the securities depository as provided in the representation letter given to it by the City. The Blanket Letter of Representations from the City to the Depository Trust Company is confirmed and shall apply to the Refunding Bonds.

(f) In the event that the Book-Entry Only System established pursuant to this Section is discontinued, except as provided in clause (g), the Refunding Bonds shall be issued through the securities depository to the Beneficial Owners.

(g) In the event of termination of the Book-Entry Only System, the City shall have the right to terminate, and shall take all steps necessary to terminate, all arrangements with the securities depository described herein, and thereafter shall issue, register ownership of, transfer and exchange all Refunding Bonds as provided herein. Upon receipt by the securities depository of notice from the City, the securities depository shall take all actions necessary to assist the City and the Bond Registrar in terminating all arrangements for the issuance of documents evidencing ownership interests in the Refunding Bonds through the securities depository. Nothing herein shall affect the securities depository's rights under clause (e) above.

Section 4. Sale, Execution, and Delivery of Refunding Bonds and Related Documents.

4.01. Method of Sale. Authority to negotiate the sale and issuance of the Refunding Bonds is hereby delegated to the Executive Secretary, in consultation with the Finance Officer of the City, under Section 475.60, subdivision 1 of the Municipal Debt Act; provided that each series of Refunding Bonds shall be sold only at a price of not less than ninety-eight percent (98%) of the principal amount of such series of Refunding Bonds, and the Refunding Bonds shall bear interest at the rates specified by the successful proposal. In connection with the sale of the Refunding Bonds, by one or more certificates or other written instruments or documents, the Finance Officer may make such additional covenants or directions as he may deem necessary and expedient, including but not limited to, approval of an Official Statement and of a Continuing Disclosure Certificate. Any unused discount and any unused issuance costs shall be deposited in the Debt Service Account or applied to such other purposes as determined to be appropriate by the Finance Officer.

4.02. Execution and Delivery. The Refunding Bonds shall be executed by the manual or facsimile signature of the Finance Officer, the manual or facsimile signature of the President of the Board, and a facsimile of the corporate seal of the City shall be included as set forth in the form of Refunding Bond. The text of the approving legal opinion of Kennedy & Graven, Chartered, of Minneapolis, Minnesota, as bond counsel, may be printed on or accompany the delivery of each Refunding Bond. When the Refunding Bonds have been duly executed and authenticated by the Bond Registrar in accordance with this Resolution, the Refunding Bonds shall be delivered to the purchasers in accordance with the terms of the sale upon payment of the purchase price, and the receipt of the Finance Officer to said purchasers thereof shall be a full acquittance; and said purchasers shall not be bound to see to the application of the purchase money. The Refunding Bonds shall not be valid for any purpose until authenticated by the Bond Registrar, which is hereby appointed authenticating agent in accordance with the provisions of the Municipal Debt Act.

4.03. Official Statement. The Executive Secretary shall cause an Official Statement relating to the Refunding Bonds and any appropriate addendums to such Official Statement to be prepared (collectively, the "Official Statement"), and the use thereof by the purchasers is approved.

4.04. Certificates. If such officer finds the same to be accurate, the Finance Officer is authorized and directed to furnish to the purchasers at the closing: (i) a certificate that, to the best of the knowledge of such officer, the Official Statement does not, at the date of closing, and did not, as of its date, contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading; and (ii) such other certificates as are required as a condition of sale, including a Continuing Disclosure Certificate setting forth the continuing disclosure obligations of the City under applicable law, as approved by the Finance Officer. Unless litigation shall have been commenced and be pending questioning the Refunding Bonds or the organization of the City or incumbency of its officers, at the closing, the Finance Officer shall also execute and deliver to the purchasers a suitable certificate as to absence of material litigation, and the Finance Officer shall also execute and deliver a certificate as to payment for and delivery of the Refunding Bonds. The Finance Officer shall also execute and deliver an arbitrage certificate meeting the requirements of the arbitrage regulations under Section 148 of the Internal Revenue Code of 1986, as amended (the "Code") and shall deliver the signed approving legal opinion of Kennedy & Graven, Chartered, as to the validity and enforceability of the Refunding Bonds and the exemption of interest thereon from federal and Minnesota income taxation (other than Minnesota corporate franchise and bank excise taxes measured by income) under present laws and rulings.

Section 5. Refunding; Application of Proceeds of Refunding Bonds.

5.01. Redemption and Prepayment of Refunded Bonds. Each of the following series of Refunded Bonds are hereby called for redemption and prepayment on December 1, 2010: (i) Series 2000A Parking Ramp Bonds; (ii) Series 2000 TIF Bonds; (iii) Series 2002 Various Purpose Bonds; (iv) Series 2002 Convention Center Bonds; (v) Series 2002 Improvement Bonds; (vi) Series 2002A Convention Center Bonds; (vii) Series 2003 Various Purpose Bonds; and (viii) Series 2003 Improvement Bonds.

Each of the following series of Refunded Bonds are hereby called for redemption and prepayment on December 1, 2011: (i) Series 2001 Various Purpose Bonds; and (ii) Series 2001 Improvement Bonds.

The Finance Officer shall take all such actions as are necessary or appropriate to redeem and prepay the Refunded Bonds. Such actions shall include the preparation and delivery of notices of optional redemption in accordance with the requirements of the resolutions pursuant to which each series of Refunded Bonds was authorized and issued.

5.02. Appropriation of Funds. The proceeds of the Refunding Bonds are hereby appropriated as follows: (i) accrued interest, if any, shall be deposited in the Refunding Bonds Debt Service Account (as hereinafter defined); (ii) an amount determined by the Finance Officer to be necessary pay interest on the Refunding Bonds on December 1, 2010 shall be set aside and applied to such purpose; (iii) an amount sufficient to redeem and prepay the Refunded Bonds and to pay interest on the Refunded Bonds to and including the redemption dates shall be applied to such purpose; and (iv) an amount sufficient to pay the costs of issuing the Refunding Bonds shall be set aside and applied to such purpose. Any remaining proceeds of the Refunding Bonds shall be applied to purposes of the City determined and designated by the Finance Officer.

5.03. Escrow Agreements and Verification Reports. In the event that the Finance Officer determines that one or more escrow agreements, between the City and one or more financial institutions selected by the Finance Officer, are necessary to provide for the redemption and prepayment of the Refunded Bonds, the Finance Officer is hereby authorized to cause to be prepared such escrow agreements for execution by the Finance Officer. The City shall pay the reasonable fees and expenses of the financial institutions acting as escrow agent pursuant to the terms of the escrow agreements. In the event that the Finance Officer determines that one or more verification reports should be prepared with respect to the redemption and prepayment of the Refunded Bonds in order to confirm that the funds to be applied to the redemption and prepayment of the Refunded Bonds will be sufficient for such purposes, the Finance Officer is hereby authorized to select a verification agent to prepare the verification reports. The City shall pay the reasonable fees and expenses of the verification agent.

Section 6. Payment; Security; Pledges and Covenants.

6.01. Pledge of Sales Tax Revenues. The portion of the Refunding Bonds applied to the redemption and prepayment of the Series 2002 Convention Center Bonds and the Series 2002A Convention Center Bonds are payable primarily from certain net revenues derived from sales taxes authorized by Laws of Minnesota 1986, Chapter 396, Section 5, as amended by Laws of Minnesota 2001, First Special Session, Chapter 5, Article 12, Section 87, including the following: (i) a sales tax of up to one-half of one percent (0.5%) on sales that occur within the City which are taxable pursuant to Minnesota Statutes, Chapter 297A and a complimentary use tax on property sold outside but used within the City (the "General Sales and Use Tax"); (ii) a sales tax of up to three percent (3.0%) on gross receipts from retail on-sales of intoxicating liquor and fermented malt beverages described in Minnesota Statutes, Section 473.592, occurring in a specified downtown taxing area of the City (unless such sales are exempt from tax pursuant to Minnesota Statutes, Chapter 297A) (the "Liquor Tax"); (iii) a sales tax of up to 2.325 percent on the gross receipts from the furnishing for consideration of lodging described in Section 473.592 by a hotel or motel within the corporate limits of the City which has more than fifty (50) rooms available for lodging, provided that the rate of tax shall be such that, when added to the rate of other state and local taxes imposed on the same subject, shall be thirteen percent (13%) (the "Lodging Tax"); and (iv) a sales tax of up to three percent (3.0%) on the gross receipts from all sales of food primarily for consumption on or off the premises by restaurants and places of refreshment occurring in a specified downtown taxing area of the City (the "Entertainment Tax"). The General Sales and Use Tax, the Liquor Tax, the Lodging Tax and the Entertainment Tax are hereinafter referred to as the "Sales Taxes" and the receipts from the Sales Taxes net of the costs of collection are hereinafter referred to as "Net Sales Tax Revenues." The Net Sales Tax Revenues are pledged to the payment of the principal of and interest on the Refunding Bonds.

6.02. Pledge of Assessments. The portion of the Refunding Bonds applied to the redemption and prepayment of the Series 2001 Improvement Bonds, the Series 2002 Improvement Bonds, and the Series 2003 Improvement Bonds are payable primarily from the proceeds of special assessments (the "Assessments") levied or to be levied for the local improvements described in the resolutions authorizing the Series 2001 Improvement Bonds, the Series 2002 Improvement Bonds, and the Series 2003 Improvement Bonds. The Assessments are pledged to the payment of the principal of and interest on the Refunding Bonds.

6.03. Tax Increment. Tax increment revenues derived from several tax increment financing districts within the Common Project established in accordance with the Common Project Tax Increment Financing Plan have been pledged to the portion of the Refunding Bonds applied to the redemption and prepayment of the Series 2000 TIF Bonds, subject to superior, parity, or subordinate pledges to other obligations of the City or the Minneapolis Community Development Agency.

6.04. Pledge of Tax Levy. For the purpose of paying the principal of and interest on the Refunding Bonds, the Finance Officer is hereby authorized to levy a direct ad valorem tax on all taxable property in the City to be spread on the tax rolls and collected with and as part of the other general taxes of the City to the extent the Finance Officer determines such levy is necessary to pay the principal of and interest on the Refunding Bonds when due. Any tax levy so imposed will be irrevocable until the Refunding Bonds are paid, provided that the Finance Officer may reduce the tax levy in accordance with the provisions of Section 475.61 of the Municipal Debt Act. The tax revenues derived from the levy of such ad valorem taxes are pledged to the payment of the principal of and interest on the Refunding Bonds.

6.05. Refunding Bonds Debt Service Account. The Refunding Bonds will be payable from the debt service account for the Refunding Bonds (the "Refunding Bonds Debt Service Account") established as part of the City's Debt Service Fund. The proceeds of the Net Sales Tax Revenues described in Section 6.01 hereof are hereby pledged to the Refunding Bonds Debt Service Account of the Debt Service Fund (subject to any pledge of such Net Sales Tax Revenues to bonds issued on a parity basis with the Refunding Bonds, including bonds previously issued or bonds issued in the future). The proceeds of the Assessments described in Section 6.02 hereof are hereby pledged to the Refunding Bonds Debt Service Account of the Debt Service Fund (subject to any pledge of such Assessments to bonds issued on a parity basis with the Refunding Bonds, including bonds previously issued or bonds issued in the future). The tax increment revenues described in Section 6.03 hereof are hereby pledged to the Refunding Bonds Debt Service Account of the Debt Service Fund (subject to any superior, parity, or subordinate pledges to other obligations of the City or the Minneapolis Community Development Agency). The proceeds of the tax levy described in Section 6.04 hereof are hereby pledged to the Refunding Bonds Debt Service Account of the Debt Service Fund (subject to any pledge of such tax levy revenues to bonds issued on a parity basis with the Refunding Bonds, including bonds previously issued or bonds issued in the future). If a payment of principal of or interest on the Refunding Bonds becomes due when there is not sufficient money in the Refunding Bonds Debt Service Account to pay the same, the Finance Officer 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 the Net Sales Tax Revenues, Assessments, or tax levy when collected.

6.06. Adequacy of Revenues. It is hereby determined that the estimated collections of Net Sales Tax Revenues, Assessments, and revenues from tax levies for payment of principal and interest on the Refunding Bonds will produce at least five percent (5%) in excess of the amount needed to meet when due, the principal and interest payments on the Refunding Bonds.

Section 7. Tax Covenants.

7.01. Tax-Exempt Bonds. No action shall be taken or authorized to be taken in connection with the application or investment of the proceeds of the Refunding Bonds which would cause the Refunding Bonds to be or become “private activity bonds” within the meaning of Section 141 of the Code and the applicable Treasury Regulations promulgated thereunder, or be or become “arbitrage bonds” within the meaning of Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder. The City shall take all such actions as may be required under the Code and applicable Treasury Regulations to ensure that interest on the Refunding Bonds is not includable in gross income for federal income tax purposes.

7.02. Not Private Activity Bonds. The investments of the proceeds of the Refunding Bonds, including the investments of any revenues pledged to the Refunding Bonds which are considered proceeds under Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder, and accumulated sinking funds, if any, shall be limited as to amount and yield in such manner that the Refunding Bonds shall not be or become “arbitrage bonds” within the meaning of Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder. On the basis of the existing facts, estimates, and circumstances, including the foregoing findings and covenants, it is not expected that the proceeds of the Refunding Bonds will be used in such manner as to cause the Refunding Bonds to be or become “arbitrage bonds” within the meaning of Section 148 of the Code and the applicable Treasury Regulations promulgated thereunder. The Finance Officer shall furnish a certificate to the purchasers of the Refunding Bonds embracing or based on the foregoing certification at the time of delivery of the Refunding Bonds and the Finance Officer may make any election permitted under Section 148 or Section 150 of the Code on behalf of the City.

Section 8. Miscellaneous Matters Relating to Refunding Bonds.

8.01. Registration. The Executive Secretary is hereby authorized and directed to certify a copy of this Resolution and to cause the same to be filed with the Taxpayer Services Division Manager of Hennepin County, exercising the powers of the County Auditor under Section 475.63 of the Municipal Debt Act, and to obtain a certificate as to registration of the Refunding Bonds.

8.02. Enforceability of Refunding Bonds. All agreements, covenants, and obligations of the City contained in this Resolution and in the above-referenced documents shall be deemed to be the agreements, covenants, and obligations of the City to the full extent authorized or permitted by law, and all such agreements, covenants, and obligations shall be binding on the City and enforceable in accordance with their terms. No agreement, covenant, or obligation contained in this Resolution or in the above-referenced documents shall be deemed to be an agreement, covenant, or obligation of any member of the City Council or the Board, or of any officer, employee, or agent of the City in that person’s individual capacity. Neither the members of the City Council, the Board, nor any officer executing the Refunding Bonds shall be liable personally on the Refunding Bonds or be subject to any personal liability or accountability by reason of the issuance of the Refunding Bonds.

8.03. Rights Conferred. Nothing in this Resolution or in the above-referenced documents is intended or shall be constructed to confer upon any person (other than as provided in the Refunding Bonds and the other agreements, instruments, and documents hereby approved) any right, remedy, or claim, legal or equitable, under and by reason of this Resolution or any provision of this Resolution.

8.04. Persons Authorized to Execute Documents. If for any reason the Finance Officer or any other officers, employees, or agents of the City authorized to execute certificates, instruments, or other written documents on behalf of the City shall for any reason cease to be an officer, employee, or agent of the City after the execution by such person of any certificate, instrument, or other written document, such fact shall not affect the validity or enforceability of such certificate, instrument, or other written document. If for any reason the Finance Officer or any other officers, employees, or agents of the City authorized to execute certificates, instruments, or other written documents on behalf of the City shall be unavailable to execute such certificates, instruments, or other written documents for any reason, such certificates, instruments, or other written documents may be executed by an acting or assistant to such officer, or by such other officer of the City as in the opinion of the City Attorney is authorized to sign such document.

8.05. Amendments. The authority to approve, execute, and deliver future amendments to the documents executed and delivered by the City in connection with the transactions contemplated by this Resolution is hereby delegated to the Finance Officer, subject to the following conditions: (a) such amendments do not require the consent of the holders of the Refunding Bonds or, if required, such consent has been obtained; (b) such amendments do not materially adversely affect the interests of the City as the issuer of the Refunding Bonds; (c) such amendments do not contravene or violate any policy of the City; (d) such amendments are acceptable in form and substance to the City Attorney, bond counsel or other counsel retained by the City to review such amendments; (e) the City has received, if necessary, an opinion of bond counsel to the effect that the amendments will not adversely affect the tax-exempt character of interest on the Refunding Bonds (if the Refunding Bonds are then tax-exempt obligations); and (f) such amendments do not materially prejudice the interests of the owners of the Refunding Bonds. The authorization hereby given shall be further construed as authorization for the execution and delivery of such certificates and related items as may be required to demonstrate compliance with the agreements being amended and the terms of this Resolution. The execution of any instrument by the Finance Officer shall be conclusive evidence of the approval of such instruments in accordance with the terms hereof. In the absence of the Finance Officer, any instrument authorized by this paragraph to be executed and delivered by the Finance Officer may be executed by such other officer of the City as in the opinion of the City Attorney is authorized to execute and deliver such document.

8.06. Effective Date. This Resolution shall take effect and be in force from and after its approval.

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Adopted: April 28, 2010.

Carol Becker
President
Board of Estimate and Taxation

Attest:

Jack A. Qvale
Executive Secretary

seconded by Johnson. Following questions and discussion the motion was adopted. , Yeas – 5. Nays – none, Absent - 1. As follows; Yeas – Fine, Johnson, Hodges, Rybak, Wheeler, Becker, - 5. Nays – none, Absent - Rybak.

Fine moved the Resolution authorizing the sale and issuance of General Obligation Refunding Bonds, Series 2010, in the original aggregate principal amount of \$185,000,000

RESOLUTION
By Fine

Relating to and providing for the issuance and sale of general obligation bonds of the City of Minneapolis in an estimated amount of \$185,000,000.

**RESOLVED BY THE BOARD OF ESTIMATE AND TAXATION
OF THE CITY OF MINNEAPOLIS**

1. Pursuant to authorization by the City Council of the City of Minneapolis (the “City”), and under and pursuant to the provisions of Sections 9 and 10 of Chapter 15 [Board of Estimate and Taxation] of the Charter of the City of Minneapolis, adopted at an election held on November 2, 1920, as amended (the “Charter”), the Board of Estimate and Taxation of the City of Minneapolis (the “Board”) shall proceed forthwith to solicit bids and award the sale of General Obligation Refunding Bonds, Series 2010 (the “Refunding Bonds”), in an estimated original aggregate principal amount of \$185,000,000 and the proceeds derived from the sale of the Refunding Bonds will be applied to the purposes authorized by the City.

2. The proceeds of the Refunding Bonds are to be applied to the redemption and prepayment of the outstanding principal of the following bond issues: (i) General Obligation Parking Ramp Bonds, Series 2000A; (ii) General Obligation Tax Increment Bonds, Series 2000; (iii) General Obligation Various Purpose Bonds, Series 2001; (iv) General Obligation Improvement Bonds, Series 2001; (v) General Obligation Various Purpose Bonds, Series 2002; (vi) General Obligation Convention Center Bonds, Series 2002; (vii) General Obligation Improvement Bonds, Series 2002; (viii) General Obligation Convention Center Bonds, Series 2002A; (ix) General Obligation Various Purpose Bonds, Series 2003; and (x) General Obligation Improvement Bonds, Series 2003.

3. The Refunding Bonds shall be dated on or about June 24, 2010, and interest shall be paid semiannually on June 1 and December 1 of each year, commencing December 1, 2010. The Refunding Bonds shall mature on December 1 in the years and amounts as follows:

<u>Maturity (December 1)</u>	<u>Principal Amount</u>	<u>Maturity (December 1)</u>	<u>Principal Amount</u>
2010	13,450,000	2019	26,305,000
2011	15,840,000	2020	27,375,000
2012	16,110,000	2021	850,000
2013	18,030,000	2022	925,000
2014	19,895,000	2023	1,000,000
2015	11,535,000	2024	1,050,000
2016	5,885,000	2025	1,075,000
2017	7,060,000	2026	475,000
2018	18,140,000		

Competitive proposals for the Refunding Bonds may contain maturity schedules providing for any combination of serial or term Refunding Bonds, as long as Refunding Bonds within a single mandatory redemption are not split among term dates and as long as the principal amounts maturing or subject to mandatory sinking fund redemption conform to the maturity schedule set forth above.

4. The City reserves the right, after proposals are opened and prior to award, to increase or reduce the principal amount of the Refunding Bonds offered for sale and to modify principal maturities to result in the desired annual debt service savings. Any such change in maturity amounts will be made in multiples of \$5,000. Subsequent to any change of the par amount and/or maturity amounts, the spread per \$1,000 bond will remain the same.

5. Board staff will consider competitive proposals for the sale of the Refunding Bonds on Tuesday, May 25, 2010 at an appropriate time selected by the Board staff. The terms of the sale shall be as set forth in the Official Terms of Proposal on file with the Executive Secretary. The Executive Secretary shall prepare and distribute an Official Statement and take such other action as may be necessary and appropriate to conduct the sale.

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Adopted: April 28, 2010.

Carol Becker
President
Board of Estimate and Taxation

Attest:

Jack A. Qvale
Executive Secretary

seconded by Johnson. Following questions and discussion the motion was adopted. , Yeas – 5. Nays – none, Absent - 1. As follows; Yeas – Fine, Johnson, Hodges, Rybak, Wheeler, Becker, - 5. Nays – none, Absent - Rybak.

Meeting scheduled for Wednesday May 12th following questions and discussion the direction to staff was to cancel the meeting of May12th.

Wheeler requested staff provide at the next meeting an update on recording the Board's meeting and posting on the web.

Becker requested staff to commence a project identifying the Capital Budget allocations and Net Debt as it relates to the Park Board for the past decade with an anticipated completion timeline of this fall.

The following reports were received and reviewed the Board.

- R – 1. Variable Rates for the weeks starting April 22 & 29, 2010.
- R – 2. Moody's Investor Service; Frequently Asked Questions About The Recalibration of U.S. Municipal Ratings To The Global Rating Scale.
- R – 3. Moody's Investor Service; Recalibration of U.S. Municipal Ratings To The Global Rating Scale.

Wheeler moved to adjourn; seconded by Hodges.
The meeting was adjourned at 5:11 p, m.

