

City Council Agenda Item #10
Meeting of Sept. 17, 2018

Brief Description	Resolution concerning a multi-family residential development by Dominion, at 11001 Bren Road East.
Recommendation	Adopt the Resolution

Background

On Aug. 27, 2018, the Minnetonka City Council and Economic Development Authority approved the planning entitlements and items related to the financing for the Legends of Minnetonka (senior housing) and Preserve at Shady Oak (workforce housing).

Current Financing Request

The developer, Dominion, is now requesting that the city approve a change to the documents that indicate an additional allocation of \$3 million to assist with the workforce housing portion of the project due to an increase in project costs. The attached resolution amends the previous resolution for the tax-exempt bonds and increases the total amount of tax-exempt bonds from \$30,500,000 to \$33,500,000.

Additional information regarding this request is included in the attached memos from the city's bond counsel, Gina Fiorini, of Kennedy & Graven. Julie Eddington of Kennedy & Graven will be attending the city council meeting on Sept. 17, 2018 and can answer any questions that may arise during the meeting.

Next Steps

The tentative timeline for financing the two developments is as follows:

- Closing on senior housing bonds on or before Sept. 15, 2018
- Closing on workforce housing bonds on or before Oct. 31, 2018

Staff Recommendation

Staff recommends that the city council adopt the resolution authorizing the issuance of tax-exempt multifamily housing revenue notes and bonds for the benefit of Minnetonka Leased Housing Associates II, LLLP; and authorize city officials to approve non-substantive changes to the related documents.

Submitted through:

Julie Wischnack, AICP, Community Development Director
Merrill King, Finance Director

Originated by:

Alisha Gray, EDFP, Economic Development and Housing Manager

Supplemental Information:

Location Map

List of Senior Housing and Workforce Housing Project Documents

- [Link to view documents on website](#)

Previous Resolutions related to this action (attached)

Memo from Gina Fiorini – Kennedy & Graven

[City Council Meeting – August 27, 2018](#)

[City Council Meeting – July 23, 2018](#)

[EDAC Meeting- April 19, 2018](#)

[City Council Meeting – April 16, 2018](#)

[City Council Meeting – December 18, 2017](#)

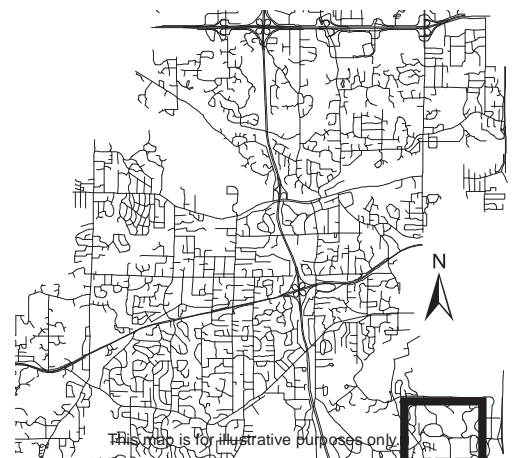
[City Council Meeting– December 4, 2017](#)

[EDAC Meeting – November 27, 2017](#)



Location Map

Project: Dominion
Address: 11001 Bren Rd E



SENIOR HOUSING AND WORK FORCE HOUSING PROJECT DOCUMENTS

Summary of Financing (two series of tax-exempt notes and two series of taxable notes)

Under Project Loan Agreement, Borrower provides the Project Notes. Construction Lenders (U.S. Bank and BMO Harris) fund the Project Notes and the proceeds of the Project Notes are given to the City to fund the Tax-Exempt Funding Loan and Taxable Funding Loan. The proceeds of the Funding Loans pay for the costs of constructing both projects. Once the projects are completed, the “conversation date” occurs and if all conditions of conversion are met, Freddie Mac buys and becomes the lender for the tax-exempt notes and Freddie Mac makes a supplemental loan to take the place of the taxable notes.

Documents relating to Tax-Exempt Notes and Taxable Notes (one set of documents for each of the workforce housing project and the senior housing project)

- Multifamily Notes each with designation as Multifamily Housing Revenue Note (Legends of Minnetonka Project), Series A-1, Series A-2, Series B-1 and Series B-2
 - Sets forth the terms of the Note, including repayment requirements, interest rates, and redemption provisions
- Allonge Endorsement of Multifamily Notes
 - Each allonge assigns all the City’s right, title, and interest in the Notes to the Fiscal Agent for the benefit of the purchasers of the Notes
- Funding Loan Agreement
 - Provides for the issuance of the Notes by the City and creates the various funds and accounts relating to the use of the proceeds of the Notes and assigns all the City’s rights under the Project Loan Agreement, the Notes, and certain other moneys and securities to the Fiscal Agent on behalf of the Lender
- Project Loan Agreement
 - Provides the terms for the loan of proceeds of the Notes to the Borrower, sets forth the City’s administrative fees, and indemnifies the City for any costs, fees, expenses and liability of the Notes
- Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Financing Statement (one for Taxable and Tax-Exempt Notes)
 - Grants a mortgage, security and assignment of leases and rents in the project to the City as security for the Notes
- Assignment of Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Financing Statement
 - Assigns all the City’s right, title and interest in the Mortgage to the Fiscal Agent, to the Lenders
- Regulatory Agreement
 - Sets forth the certain rental and occupancy restrictions that the project must meet to comply with state law and federal tax law applicable to tax-exempt bonds
- Housing Program
 - Required by Minnesota Statutes, Chapter 462C and sets forth the proposed plan for the acquisition, construction and equipping of the project and the issuance of conduit revenue obligations to finance the project. The program also explains what the proceeds of the conduit obligations will be used for, the amount and general terms of the conduit revenue obligations, and the affordability requirements relating to the project
- Resolutions
 - The resolution approving each bond transaction also provides authorization for the Minnetonka EDA and the City to sign various closing certificates and other documents necessary to carry out the purposes of the documents approved and the resolutions adopted.

Tax Increment Revenue and Subordinate Multifamily Housing Revenue Bonds, Series 2018C Documents

- Subordinate Indenture of Trust
 - Issues the Subordinate Bonds and creates the various funds and accounts relating to the use of the proceeds of the Subordinate and for the repayment of the Subordinate Bonds
- Subordinate Loan Agreement
 - Provides for the terms for the loan of proceeds of the Subordinate Bonds to the Borrower, sets forth the City's administrative fees, and indemnifies the City for any costs, expenses and liability of the Subordinate Bonds
- Subordinate Combination Mortgage, Security Agreement, Fixture Financing Statement, and Assignment of Leases and Rents
 - Provides the Trustee on behalf of bondholders with a subordinate mortgage, assignment of leases and rents relating to the project
- Assignment, Pledge, and Security Agreement
 - Pursuant to this document, the Borrower will pledge and assign its interest in the TIF Note issued by the Minnetonka EDA to the Trustee in order to secure its repayment obligations under the Subordinate Loan Agreement
- Subordinate Guaranty Agreement of Dominion Holdings II, LLC
 - A subordinate guaranty of payments of debt service by an affiliate of the Borrower relating to the Subordinate Bonds
- Subordination Agreement (for Mortgage and Pledge of Surplus Cash)
 - Subordinates the Subordinate Mortgage, Subordinate Guaranty, and the use of surplus cash for repayment of debt service on the Subordinate Bonds to the senior financing
- Bond Purchase Agreement
 - Sets forth the terms of the sale and purchase of the Subordinate Bonds
- Resolutions
 - The resolution approving each bond transaction also provides authorization for the Minnetonka EDA and the City to sign various closing certificates and other documents necessary to carry out the purposes of the documents approved and the resolutions adopted.

TIF and Development Documents

- Construction Addendum to Contract for Private Development (one for each project)
 - Sets forth, among other items, certain construction obligations under the Contract for Private Development including timelines, the payment of certain fees and charges, design and construction of various site improvements, landscaping, the submission of engineering reports, the installation of utilities, erosion and grading requirements, and the ownership of various site improvements and utilities.
- Subordination Agreements related to the Tax-Exempt Notes and Taxable Notes (for Contract for Private Development, Declaration of Restrictive Covenants and Minimum Assessment Agreement) (two agreements for each project – one for tax-exempt notes and one for taxable notes)
 - Subordinates the EDA's rights in the Minimum Assessment Agreement setting forth a minimum market value for the project, Declaration of Restrictive Covenants relating to the affordability of the project and the Contract for Private Development setting forth terms of providing tax increment financing assistance to the borrower to the rights of the Fiscal Agent on behalf of the Lenders under the financing documents relating to the Tax-Exempt Notes and the Taxable Notes. The subordination agreement subordinates the right of the City to require replacement of the property manager. The City and EDA may exercise the remedies of specific performance or injunctive relief to enforce covenants

and agreements of Borrower relating to income, rent, or affordability restrictions contained in the Subordinate Agreements. The EDA has the right to exercise its remedies under the Contract for Private Development upon default by the developer.

Resolution No. 2018-112

Resolution authorizing the issuance of multifamily housing revenue notes for the benefit of Minnetonka Leased Housing Associates II, LLLP; approving a housing program for a workforce housing development; and authorizing the execution of documents in connection therewith

Be it resolved by the City Council (the "Council") of the City of Minnetonka, Minnesota (the "City") as follows:

Section 1. Recitals.

- 1.01. Pursuant to Minnesota Statutes, Chapter 462C, as amended (the "Act"), the City is authorized to carry out the public purposes described in the Act by providing for the issuance of revenue obligations to provide funds to finance multifamily housing developments located within the City, including workforce housing developments.
- 1.02. On May 7, 2018, the City issued its Multifamily Housing Revenue Note (Preserve at Shady Oak Project), Series 2018 (the "Prior Note"), in the original aggregate principal amount of \$30,500,000, and loaned the proceeds thereof to Minnetonka Leased Housing Associates II, LLLP, a Minnesota limited liability limited partnership (the "Borrower"). The Prior Note was issued to provide short-term financing for the acquisition, construction, and equipping of approximately 220 units of workforce housing to be located at 10987 and 11015 Bren Road East in the City (the "Project"). The Borrower intended to refinance the Prior Note with the proceeds of long-term financing to be secured by a mortgage loan, tax credit investor contributions, and/or other security.
- 1.03. In conjunction with the issuance of the Prior Note, the State of Minnesota, through Minnesota Management & Budget, allocated bonding authority in the amount of \$30,500,000 to the City with respect to the Prior Note to finance the Project in accordance with the requirements of Minnesota Statutes, Chapter 474A, as amended (the "Allocation Act").
- 1.04. The Borrower has now proposed that the City issue its revenue obligations, in one or more series, as taxable and tax-exempt obligations (the "Obligations"), in an estimated aggregate principal amount not to exceed \$55,000,000, for the benefit of the Borrower for the purposes of (i) refunding the Prior Note and financing the acquisition, construction, and equipping of the Project; (ii) funding one or more reserve funds to secure the timely payment of the Obligations, if necessary; (iii) financing interest on the Obligations during the construction of the Project, if necessary; and (iv) paying the costs of issuing the Obligations. The Project will be owned and operated by the Borrower.
- 1.05. In accordance with the Act, the City has prepared an amended and restated housing program (the "Amended Housing Program") to authorize the issuance by the City of the Obligations to provide financing for the acquisition, construction, and equipping by the Borrower of the Project. The Amended Housing Program was prepared and submitted to Metropolitan Council for its review and comment.

- 1.06. A notice of public hearing (the "Public Notice") was published in the *Lakeshore Weekly News*, the official newspaper of and a newspaper of general circulation in the City, with respect to the required public hearing under Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 462C.04, subdivision 2 of the Act.
- 1.07. The Public Notice was published at least fifteen (15) days before the regularly scheduled meeting of the Council of the City, and on the date hereof, the Council conducted a public hearing on the Housing Program and the issuance of the Obligations at which a reasonable opportunity was provided for interested individuals to express their views, both orally and in writing.
- Section 2. Amended Housing Program.
- 2.01. The Amended Housing Program, in the form substantially on file with the City, is hereby approved.
- Section 3. The Notes.
- 3.01. The Borrower has requested that the City issue, sell, and deliver a portion of the Obligations, in one or more series, as taxable and tax-exempt obligations, in the estimated aggregate principal amount of \$51,430,000 (the "Notes"). On the date hereof, the Council will also consider authorizing a separate portion of the Obligations, in one or more series, as taxable or tax-exempt obligations, in the estimated aggregate principal amount of \$3,570,000 (the "Subordinate Bonds"). In no event shall the combined principal amount of the Notes and the Subordinate Bonds exceed \$55,000,000. Furthermore, in no event shall the combined principal amount of the Notes and the Subordinate Bonds to be issued on a tax-exempt basis exceed \$30,500,000.
- 3.02. The Notes will be issued pursuant to a Funding Loan Agreement (the "Funding Loan Agreement"), between the City, U.S. Bank National Association, a national banking association, in its capacity as fiscal agent (the "Fiscal Agent"), and U.S. Bank National Association, a national banking association, as administrative agent (the "Administrative Agent") for U.S. Bank National Association, a national banking association, and BMO Harris Bank N.A., a national banking association (together, the "Funding Lender"). The proceeds derived from the sale of the Notes (the "Funding Loans") will be loaned by the City to the Borrower (the "Project Loans") pursuant to the terms of a Project Loan Agreement (the "Project Loan Agreement") between the City, the Fiscal Agent, and the Borrower.
- 3.03. The principal of and interest on the Project Loans will be paid from loan repayments to be made by the Borrower under the terms of the Project Loan Agreement, and as security for the repayment of principal of and interest on the Project Loans, the Borrower will execute and deliver to the City one or more mortgage agreements (the "Mortgages") to be assigned by the City to the Fiscal Agent pursuant to one or more assignments of mortgage (the "Mortgage Assignments"). Additionally, the Borrower will issue one or more project notes (the "Project Notes") to the City to be endorsed by the City to the Fiscal Agent as security for the Funding Loans.

- 3.04. The Notes will be issued pursuant to this resolution and the Act, and the Notes and the interest thereon (i) shall be payable solely from the revenues pledged therefor under the Funding Loan Agreement and the Project Loan Agreement and additional sources of revenues provided by or on behalf of the Borrower; (ii) shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation; (iii) shall not constitute nor give rise to a pecuniary liability of the City or a charge against its general credit or taxing powers; (iv) shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the City other than the City's interest in the Funding Loan Agreement and the Project Loan Agreement; and (v) shall not constitute a general or moral obligation of the City.
- 3.05. The loan repayments to be made by the Borrower under the Funding Loan Agreement and the Project Loan Agreement will be fixed so as to produce revenue sufficient to pay the principal of, premium, if any, and interest on the Notes when due. Pursuant to the Funding Loan Agreement, the City will assign its rights to the basic payments and certain other rights under the Project Loan Agreement, the Project Loans, the Project Notes, the Mortgages, and certain moneys and securities held by the Fiscal Agent in the funds and accounts established under the Funding Loan Agreement to the Fiscal Agent.
- 3.06. The City acknowledges, finds, determines, and declares that the issuance of the Notes is authorized by the Act and is consistent with the purposes of the Act and that the issuance of the Notes, and the other actions of the City under the Funding Loan Agreement and the Project Loan Agreement and this resolution constitute a public purpose and are in the interests of the City. In authorizing the issuance of the Notes for the financing of the Project and the related costs, the City's purpose is and the effect thereof will be to promote the public welfare of the City and its residents by providing multifamily housing developments for individuals and families of low or moderate income and otherwise furthering the purposes and policies of the Act.
- 3.07. For the purposes set forth above, there is hereby authorized the issuance, sale, and delivery of the Notes in the approximate aggregate principal amount of \$51,430,000, subject to Section 3.01 hereof.

The Notes shall bear interest at the rates, shall be designated, shall be numbered, shall be dated, shall mature, shall be in the aggregate principal amount, shall be subject to redemption prior to maturity, shall be in such form, and shall have such other terms, details, and provisions as are prescribed in the form of Notes now on file with the City, with the amendments referenced herein. The City hereby authorizes a portion of the Notes be issued, in whole or in part, as "tax-exempt obligations," the interest on which is not includable in gross income for federal and State of Minnesota income tax purposes (the "Tax-Exempt Notes").

All of the provisions of the Notes, when executed as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Notes shall be substantially in the forms on

file with the City, which forms are hereby approved, with such necessary and appropriate variations, omissions, and insertions (including changes to the aggregate principal amount of the Notes, the stated maturities of the Notes, the interest rates on the Notes and the terms of redemption of the Notes) as the Mayor and the City Manager, in their discretion, shall determine. The execution of the Notes with the manual or facsimile signatures of the Mayor and the City Manager and the delivery of the Notes by the City shall be conclusive evidence of such determination.

- 3.08. The Notes shall be special, limited obligations of the City payable solely from the revenues provided by the Borrower pursuant to the Project Loan Agreement, including revenues derived from the Project. The Council hereby authorizes and directs the Mayor and the City Manager to execute the Notes in accordance with the terms thereof.
- 3.09. The Mayor and the City Manager are hereby authorized and directed to execute and deliver the Funding Loan Agreement and the Project Loan Agreement. All of the provisions of the Funding Loan Agreement and the Project Loan Agreement, when executed and delivered as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Funding Loan Agreement and the Project Loan Agreement shall be substantially in the forms on file with the City which are hereby approved, with such omissions and insertions as do not materially change the substance thereof, and as the Mayor and the City Manager, in their discretion, shall determine, and the execution thereof by the Mayor and the City Manager shall be conclusive evidence of such determinations.
- 3.10. To ensure compliance with certain rental and occupancy restrictions imposed by the Act and Section 142(d) of the Code, and to ensure compliance with certain restrictions imposed by the City, the Mayor and City Manager are also hereby authorized and directed to execute and deliver a Regulatory Agreement (the "Regulatory Agreement") between the City, the Borrower, the Fiscal Agent, and U.S. Bank National Association, a national banking association, as the trustee for the Subordinate Bonds. All of the provisions of the Regulatory Agreement, when executed and delivered as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Regulatory Agreement shall be substantially in the form on file with the City which is hereby approved, with such omissions and insertions as do not materially change the substance thereof, or as the Mayor and the City Manager, in their discretion, shall determine, and the execution thereof by the Mayor and the City Manager shall be conclusive evidence of such determination.
- 3.11. The Mayor and the City Manager are hereby authorized to execute and deliver, on behalf of the City, such other documents and certificates as are necessary or appropriate in connection with the issuance, sale, and delivery of the Notes, including the Mortgage Assignments, the endorsement of the Project Notes to the Fiscal Agent, various certificates of the City, an Information Return for Tax-Exempt Private Activity Bond Issues, Form 8038 (Rev. April 2011), with

respect to the Tax-Exempt Notes, an endorsement of the City to the tax certificate of the Borrower, and similar documents, and all other documents and certificates as shall be necessary and appropriate in connection with the issuance, sale, and delivery of the Notes. The City hereby authorizes Kennedy & Graven, Chartered, as bond counsel ("Bond Counsel"), to prepare, execute, and deliver its approving legal opinions with respect to the Notes.

- 3.12. The City hereby authorizes the Borrower to provide such security for payment of its obligations under the Funding Loan Agreement and the Project Loan Agreement and for payment of the Notes, including the Mortgages, one or more guaranties, or any other security agreed upon by the Borrower, Fiscal Agent, the Administrative Agent, and the Funding Lender, and the City hereby approves the execution and delivery of such security.

Section 4. Additional Findings and Certifications.

- 4.01. Except as otherwise provided in this resolution, all rights, powers, and privileges conferred and duties and liabilities imposed upon the City or the Council by the provisions of this resolution or of the aforementioned documents shall be exercised or performed by the City or by such members of the Council, or such officers, board, body or agency thereof as may be required or authorized by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the aforementioned documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the Council of the City, or any officer, agent or employee of the City in that person's individual capacity, and neither the Council of the City nor any officer or employee executing the Notes shall be personally liable on the Notes or be subject to any personal liability or accountability by reason of the issuance thereof.

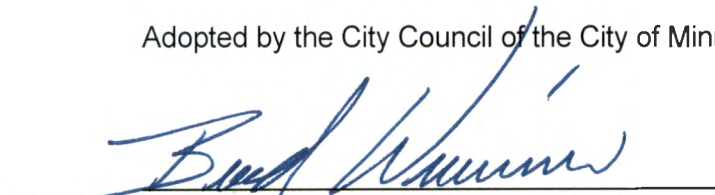
No provision, covenant or agreement contained in the aforementioned documents, the Notes, or in any other document relating to the Notes, and no obligation therein or herein imposed upon the City or the breach thereof, shall constitute or give rise to a general or moral obligation of the City or any pecuniary liability of the City or any charge upon its general credit or taxing powers. In making the agreements, provisions, covenants, and representations set forth in such documents, the City has not obligated itself to pay or remit any funds or revenues, other than funds and revenues derived from the Funding Loan Agreement and the Project Loan Agreement which are to be applied to the payment of the Notes, as provided therein.

- 4.02. Except as herein otherwise expressly provided, nothing in this resolution or in the aforementioned documents expressed or implied is intended or shall be construed to confer upon any person or firm or corporation, other than the City, any holder of the Notes issued under the provisions of this resolution, any right, remedy or claim, legal or equitable, under and by reason of this resolution or any provisions hereof, this resolution, the aforementioned documents, and all of their provisions being intended to be and being for the sole and exclusive benefit of

the City, and any holder from time to time of the Notes issued under the provisions of this resolution.


- 4.03. In case any one or more of the provisions of this resolution, other than the provisions contained in the first sentence of Section 3.08 hereof, or of the aforementioned documents, or of the Notes issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this resolution, or of the aforementioned documents, or of the Notes, but this resolution, the aforementioned documents, and the Notes shall be construed and endorsed as if such illegal or invalid provisions had not been contained therein.
- 4.04. The Notes, when executed and delivered, shall contain a recital that they are issued pursuant to the Act, and such recital shall be conclusive evidence of the validity of the Notes and the regularity of the issuance thereof, and that all acts, conditions, and things required by the laws of the State of Minnesota relating to the adoption of this resolution, to the issuance of the Notes, and to the execution of the aforementioned documents to happen, exist, and be performed precedent to the execution of the aforementioned documents have happened, exist, and have been performed as so required by law.
- 4.05. The officers of the City, Bond Counsel, other attorneys, engineers, and other agents or employees of the City are hereby authorized to do all acts and things required of them by or in connection with this resolution, the aforementioned documents, and the Notes, for the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Notes, the aforementioned documents, and this resolution. If for any reason the Mayor or the City Manager is unable to execute and deliver the documents referred to in this resolution, such documents may be executed by any member of the Council or any officer of the City delegated the duties of the Mayor or the City Manager with the same force and effect as if such documents were executed and delivered by the Mayor or the City Manager.
- 4.06. The Borrower shall pay the administrative fee of the City for the issuance of conduit debt. The Borrower will also pay, or, upon demand, reimburse the City for payment of, any and all costs incurred by the City in connection with the Project and the issuance of the Notes, whether or not the Notes are issued, including any costs for reasonable attorneys' fees.
- 4.07. This resolution shall be in full force and effect from and after its approval. The approvals contained in the resolution are effective for one year after the date hereof.

Adopted by the City Council of the City of Minnetonka, Minnesota on Aug. 27, 2018.



Brad Wiersum, Mayor

ATTEST:



David E. Maeda, City Clerk

ACTION ON THIS RESOLUTION:

Motion for adoption: Acomb
Seconded by: Calvert
Voted in favor of: Ellingson, Acomb, Happe, Schack, Calvert, Bergstedt, Wiersum
Voted against:
Abstained:
Absent:
Resolution adopted.

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the City Council of the City of Minnetonka, Minnesota, at a meeting held on Aug. 27, 2018.

David E. Maeda, City Clerk

Resolution No. 2018-113

Resolution authorizing the issuance of tax increment revenue and subordinate multifamily housing revenue bonds for the benefit of Minnetonka Leased Housing Associates II, LLLP; approving a housing program for a workforce housing development; and authorizing the execution of documents in connection therewith

Be it resolved by the City Council (the "Council") of the City of Minnetonka, Minnesota (the "City") as follows:

Section 1. Recitals.

- 1.01. Pursuant to Minnesota Statutes, Chapter 462C, as amended (the "Act"), the City is authorized to carry out the public purposes described in the Act by providing for the issuance of revenue obligations to provide funds to finance multifamily housing developments located within the City, including workforce housing developments.
- 1.02. On May 7, 2018, the City issued its Multifamily Housing Revenue Note (Preserve at Shady Oak Project), Series 2018 (the "Prior Note"), in the original aggregate principal amount of \$30,500,000, and loaned the proceeds thereof to Minnetonka Leased Housing Associates II, LLLP, a Minnesota limited liability limited partnership (the "Borrower"). The Prior Note was issued to provide short-term financing for the acquisition, construction, and equipping of approximately 220 units of workforce housing to be located at 10987 and 11015 Bren Road East in the City (the "Project"). The Borrower intended to refinance the Prior Note with the proceeds of long-term financing to be secured by a mortgage loan, tax credit investor contributions, and/or other security.
- 1.03. In conjunction with the issuance of the Prior Note, the State of Minnesota, through Minnesota Management & Budget, allocated bonding authority in the amount of \$30,500,000 to the City with respect to the Prior Note to finance the Project in accordance with the requirements of Minnesota Statutes, Chapter 474A, as amended (the "Allocation Act").
- 1.04. The Borrower has now proposed that the City issue its revenue obligations, in one or more series, as taxable and tax-exempt obligations (the "Obligations"), in an estimated aggregate principal amount not to exceed \$55,000,000, for the benefit of the Borrower for the purposes of (i) refunding the Prior Note and providing financing for the acquisition, construction, and equipping of the Project; (ii) funding one or more reserve funds to secure the timely payment of the Obligations, if necessary; (iii) financing interest on the Obligations during the construction of the Project, if necessary; and (iv) paying the costs of issuing the Obligations. The Project will be owned and operated by the Borrower.
- 1.05. In accordance with the Act, the City has prepared an amended and restated housing program (the "Amended Housing Program") to authorize the issuance by the City of the Obligations to provide financing for the acquisition, construction, and equipping by the Borrower of the Project. The Amended Housing Program was prepared and submitted to Metropolitan Council for its review and comment.

- 1.06. A notice of public hearing (the "Public Notice") was published in the *Lakeshore Weekly News*, the official newspaper of and a newspaper of general circulation in the City, with respect to the required public hearing under Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 462C.04, subdivision 2 of the Act.
- 1.07. The Public Notice was published at least fifteen (15) days before the regularly scheduled meeting of the Council of the City, and on the date hereof, the Council conducted a public hearing on the Housing Program and the issuance of the Obligations at which a reasonable opportunity was provided for interested individuals to express their views, both orally and in writing.
- Section 2. Amended Housing Program.
- 2.01. The Amended Housing Program, in the form substantially on file with the City, is hereby approved.
- Section 3. The Subordinate Bonds.
- 3.01. The Borrower has requested that the City issue, sell, and deliver a portion of the Obligations, in one or more series, as taxable or tax-exempt obligations, in the estimated aggregate principal amount of \$3,570,000 (the "Subordinate Bonds"). On the date hereof, the Council will also consider authorizing a separate portion of the Obligations, in one or more series, as taxable and tax-exempt obligations, in the estimated aggregate principal amount of \$51,430,000 (the "Notes"). In no event shall the combined principal amount of the Notes and the Subordinate Bonds exceed \$55,000,000. Furthermore, in no event shall the combined principal amount of the Notes and the Subordinate Bonds to be issued on a tax-exempt basis exceed \$30,500,000.
- 3.02. The Subordinate Bonds will be issued pursuant to a Subordinate Indenture of Trust (the "Indenture") between the City and U.S. Bank National Association, a national banking association (the "Trustee"). The proceeds of the Subordinate Bonds will be loaned to the Borrower pursuant to a Subordinate Loan Agreement (the "Loan Agreement") between the City and the Borrower.
- 3.03. The principal of and interest on the Subordinate Bonds will be paid from loan repayments to be made by the Borrower under the terms of the Loan Agreement. As security for the repayment of principal of and interest on the Subordinate Bonds, the Borrower will pledge its interest in the pay-as-you-go note (the "TIF Note") to be issued by the Economic Development Authority in and for the City of Minnetonka, Minnesota (the "Authority") in the maximum principal amount of \$3,648,000 to the Trustee. In addition, the Borrower will execute and deliver to the City a subordinate mortgage agreement (the "Subordinate Mortgage") to be assigned by the City to the Trustee pursuant to an assignment of mortgage (the "Subordinate Mortgage Assignment"). In addition to the revenues and security granted for the repayment of the Subordinate Bonds in the Loan Agreement, the Indenture, and the Subordinate Mortgage, the Subordinate Bonds will also be secured by (i) an assignment of the TIF Note under the provisions of an Assignment, Pledge, and Security Agreement (the "Pledge Agreement"),

between the Borrower and the Trustee, and (ii) a Subordinate Guaranty Agreement (the "Guaranty") by Dominion Holdings II, LLC, a Minnesota limited liability company, in favor of the Trustee.

- 3.04. The Subordinate Bonds will be issued pursuant to this resolution, the Act, and the Indenture, and the Subordinate Bonds and the interest thereon (i) shall be payable solely from the revenues pledged therefor under the Indenture and the Loan Agreement and additional sources of revenues provided by or on behalf of the Borrower; (ii) shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation; (iii) shall not constitute nor give rise to a pecuniary liability of the City or a charge against its general credit or taxing powers; (iv) shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the City other than the City's interest in the Indenture and the Loan Agreement; and (v) shall not constitute a general or moral obligation of the City.
- 3.05. The loan repayments to be made by the Borrower under the Loan Agreement will be fixed so as to produce revenue sufficient to pay the principal of, premium, if any, and interest on the Subordinate Bonds when due. Pursuant to the Indenture, the City will assign its rights to the basic payments and certain other rights under the Loan Agreement and the Subordinate Mortgage and certain moneys and securities held by the Trustee in the funds and accounts established under the Indenture to the Trustee.
- 3.06. The City acknowledges, finds, determines, and declares that the issuance of the Subordinate Bonds is authorized by the Act and is consistent with the purposes of the Act and that the issuance of the Subordinate Bonds, and the other actions of the City under the Indenture and the Loan Agreement and this resolution constitute a public purpose and are in the interests of the City. In authorizing the issuance of the Subordinate Bonds for the financing of the Project and the related costs, the City's purpose is and the effect thereof will be to promote the public welfare of the City and its residents by providing multifamily housing developments for seniors of low or moderate income and otherwise furthering the purposes and policies of the Act.
- 3.07. For the purposes set forth above, there is hereby authorized the issuance, sale, and delivery of the Subordinate Bonds in the approximate aggregate principal amount of \$3,570,000, subject to Section 3.01 hereof.

The Subordinate Bonds shall bear interest at the rates, shall be designated, shall be numbered, shall be dated, shall mature, shall be in the aggregate principal amount, shall be subject to redemption prior to maturity, shall be in such form, and shall have such other terms, details, and provisions as are prescribed in the form of Subordinate Bonds now on file with the City, with the amendments referenced herein. The City hereby authorizes a portion of the Subordinate Bonds be issued, in whole or in part, as "tax-exempt bonds," the interest on which is not includable in gross income for federal and State of Minnesota income tax purposes (the "Tax-Exempt Subordinate Bonds").

All of the provisions of the Subordinate Bonds, when executed as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Subordinate Bonds shall be substantially in the forms on file with the City, which forms are hereby approved, with such necessary and appropriate variations, omissions, and insertions (including changes to the aggregate principal amount of the Subordinate Bonds, the stated maturities of the Subordinate Bonds, the interest rates on the Subordinate Bonds and the terms of redemption of the Subordinate Bonds) as the Mayor and the City Manager, in their discretion, shall determine. The execution of the Subordinate Bonds with the manual or facsimile signatures of the Mayor and the City Manager and the delivery of the Subordinate Bonds by the City shall be conclusive evidence of such determination.

- 3.08. The Subordinate Bonds shall be special, limited obligations of the City payable solely from the revenues provided by the Borrower pursuant to the Indenture and the Loan Agreement, including revenues derived from the Project. The Council hereby authorizes and directs the Mayor and the City Manager to execute the Subordinate Bonds in accordance with the terms thereof.
- 3.09. The Mayor and the City Manager are hereby authorized and directed to execute and deliver the Indenture, the Loan Agreement, the Subordinate Bonds Subordination Agreement, and a Bond Purchase Agreement (the "Bond Purchase Agreement") between the City, the Borrower, and Dougherty & Company LLC, as the original purchaser of the Subordinate Bonds. All of the provisions of the Indenture, the Loan Agreement, and the Bond Purchase Agreement, when executed and delivered as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Indenture, the Loan Agreement, and the Bond Purchase Agreement shall be substantially in the forms on file with the City which are hereby approved, with such omissions and insertions as do not materially change the substance thereof, and as the Mayor and the City Manager, in their discretion, shall determine, and the execution thereof by the Mayor and the City Manager shall be conclusive evidence of such determinations.
- 3.10. To ensure compliance with certain rental and occupancy restrictions imposed by the Act and Section 142(d) of the Code, and to ensure compliance with certain restrictions imposed by the City, the Mayor and City Manager are also hereby authorized and directed to execute and deliver a Regulatory Agreement (the "Regulatory Agreement") between the City, the Borrower, the Trustee, and U.S. Bank National Association, a national banking association, as the fiscal agent for the Notes. All of the provisions of the Regulatory Agreement, when executed and delivered as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Regulatory Agreement shall be substantially in the form on file with the City which is hereby approved, with such omissions and insertions as do not materially change the substance thereof, or as the Mayor and the City Manager,

in their discretion, shall determine, and the execution thereof by the Mayor and the City Manager shall be conclusive evidence of such determination.

- 3.11. The Mayor and the City Manager are hereby authorized to execute and deliver, on behalf of the City, such other documents and certificates as are necessary or appropriate in connection with the issuance, sale, and delivery of the Subordinate Bonds, including the Subordinate Mortgage Assignment, various certificates of the City, an Information Return for Tax-Exempt Private Activity Bond Issues, Form 8038 (Rev. April 2011), with respect to the Tax-Exempt Subordinate Bonds, an endorsement of the City to the tax certificate of the Borrower with respect to the Tax-Exempt Subordinate Bonds, and similar documents, and all other documents and certificates as shall be necessary and appropriate in connection with the issuance, sale, and delivery of the Subordinate Bonds. The City hereby authorizes Kennedy & Graven, Chartered, as bond counsel ("Bond Counsel"), to prepare, execute, and deliver its approving legal opinions with respect to the Subordinate Bonds.
- 3.12. The City has not participated in the preparation of the Preliminary Official Statement (the "Preliminary Official Statement") or the Official Statement (the "Official Statement") relating to the Subordinate Bonds and has made no independent investigation with respect to the information contained therein, including the appendices thereto, and the City assumes no responsibility for the sufficiency, accuracy, or completeness of such information. Subject to the foregoing, the City hereby consents to the distribution and the use by the Underwriter in connection with the sale of the Subordinate Bonds of the Preliminary Official Statement and the Official Statement. The Preliminary Official Statement and the Official Statement are the sole materials consented to by the City for use in connection with the offer and sale of the Subordinate Bonds. The Council ratifies the distribution of the Preliminary Official Statement in connection with the public offering of the Subordinate Bonds.
- 3.13. The City hereby authorizes the Borrower to provide such security for payment of its obligations under the Indenture and the Loan Agreement and for payment of the Subordinate Bonds, including the Subordinate Mortgage, the Pledge Agreement, the Guaranty, or any other security agreed upon by the Borrower, the Trustee, and the City hereby approves the execution and delivery of such security.
- 3.14. The Trustee is hereby appointed as Paying Agent and Bond Registrar for the Subordinate Bonds.
- Section 4. Additional Findings and Certifications.
- 4.01. Except as otherwise provided in this resolution, all rights, powers, and privileges conferred and duties and liabilities imposed upon the City or the Council by the provisions of this resolution or of the aforementioned documents shall be exercised or performed by the City or by such members of the Council, or such officers, board, body or agency thereof as may be required or authorized by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the aforementioned documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the Council of the City, or any officer, agent or employee of the City in that person's individual capacity, and neither the Council of the City nor any officer or employee executing the Subordinate Bonds shall be personally liable on the Subordinate Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

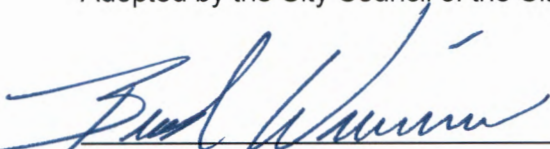
No provision, covenant or agreement contained in the aforementioned documents, the Subordinate Bonds, or in any other document relating to the Subordinate Bonds, and no obligation therein or herein imposed upon the City or the breach thereof, shall constitute or give rise to a general or moral obligation of the City or any pecuniary liability of the City or any charge upon its general credit or taxing powers. In making the agreements, provisions, covenants, and representations set forth in such documents, the City has not obligated itself to pay or remit any funds or revenues, other than funds and revenues derived from the Indenture and the Loan Agreement which are to be applied to the payment of the Subordinate Bonds, as provided therein.

- 4.02. Except as herein otherwise expressly provided, nothing in this resolution or in the aforementioned documents expressed or implied is intended or shall be construed to confer upon any person or firm or corporation, other than the City, any holder of the Subordinate Bonds issued under the provisions of this resolution, any right, remedy or claim, legal or equitable, under and by reason of this resolution or any provisions hereof, this resolution, the aforementioned documents, and all of their provisions being intended to be and being for the sole and exclusive benefit of the City, and any holder from time to time of the Subordinate Bonds issued under the provisions of this resolution.
- 4.03. In case any one or more of the provisions of this resolution, other than the provisions contained in the first sentence of Section 3.08 hereof, or of the aforementioned documents, or of the Subordinate Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this resolution, or of the aforementioned documents, or of the Subordinate Bonds, but this resolution, the aforementioned documents, and the Subordinate Bonds shall be construed and endorsed as if such illegal or invalid provisions had not been contained therein.
- 4.04. The Subordinate Bonds, when executed and delivered, shall contain a recital that they are issued pursuant to the Act, and such recital shall be conclusive evidence of the validity of the Subordinate Bonds and the regularity of the issuance thereof, and that all acts, conditions, and things required by the laws of the State of Minnesota relating to the adoption of this resolution, to the issuance of the Subordinate Bonds, and to the execution of the aforementioned documents to happen, exist, and be performed precedent to the execution of the aforementioned documents have happened, exist, and have been performed as so required by law.
- 4.05. The officers of the City, Bond Counsel, other attorneys, engineers, and other agents or employees of the City are hereby authorized to do all acts and things

required of them by or in connection with this resolution, the aforementioned documents, and the Subordinate Bonds, for the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Subordinate Bonds, the aforementioned documents, and this resolution. If for any reason the Mayor or the City Manager is unable to execute and deliver the documents referred to in this resolution, such documents may be executed by any member of the Council or any officer of the City delegated the duties of the Mayor or the City Manager with the same force and effect as if such documents were executed and delivered by the Mayor or the City Manager.


- 4.06. The Borrower shall pay the administrative fee of the City for the issuance of conduit debt. The Borrower will also pay, or, upon demand, reimburse the City for payment of, any and all costs incurred by the City in connection with the Project and the issuance of the Subordinate Bonds, whether or not the Subordinate Bonds are issued, including any costs for reasonable attorneys' fees.
- 4.07. This resolution shall be in full force and effect from and after its approval. The approvals contained in the resolution are effective for one year after the date hereof.

Adopted by the City Council of the City of Minnetonka, Minnesota on Aug. 27, 2018.



Brad Wiersum, Mayor

ATTEST:



David E. Maeda, City Clerk

ACTION ON THIS RESOLUTION:

Motion for adoption: Acomb
Seconded by: Calvert
Voted in favor of: Ellingson, Acomb, Happe, Schack, Calvert, Bergstedt, Wiersum
Voted against:
Abstained:
Absent:
Resolution adopted.

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the City Council of the City of Minnetonka, Minnesota, at a meeting held on August 27, 2018.

David E. Maeda, City Clerk



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September 10, 2018

Alisha Gray
Economic Development and Housing Manager
City of Minnetonka
14600 Minnetonka Boulevard
Minnetonka, MN 55345-1502

Re: Resolution authorizing the issuance of tax-exempt multifamily housing revenue notes and bonds for the benefit of Minnetonka Leased Housing Associates II, LLLP

Dear Alisha,

As you know, Minnetonka Leased Housing Associates II, LLLP, a Minnesota limited liability limited partnership (the “Borrower”), is working with the City of Minnetonka (the “City”) to provide permanent financing for the acquisition, construction, and equipping of approximately 262 units of workforce housing to be located at 10987 and 11015 Bren Road East in the City (the “Workforce Housing Project”). The Workforce Housing Project will be adjacent to the senior housing project (the “Senior Housing Project”) being developed by Minnetonka Leased Housing Associates III, LLLP. To finance the Workforce Housing Project, the Borrower has requested that the City issue multifamily housing revenue bonds in multiple series, as both taxable and tax-exempt obligations.

On December 18, 2017, the City Council adopted a resolution authorizing the submission of an application to the office of Minnesota Management & Budget for an allocation of bonding authority with respect to the revenue bonds to finance the Project in accordance with the requirements of Minnesota Statutes, Chapter 474A, as amended (the “Allocation Act”), and providing preliminary approval for the sale and issuance of the revenue bonds or other obligations for the Project and the Senior Housing Project in an amount not to exceed \$120,000,000. On May 7, 2018, the City issued a portion of the revenue bonds for the Project in the form of its Multifamily Housing Revenue Note (Preserve at Shady Oak Project), Series 2018 in the original aggregate principal amount of \$30,500,000 to provide short-term tax-exempt financing for the Workforce Housing Project. In conjunction with the issuance of the Prior Note, the State of Minnesota, through Minnesota Management & Budget, allocated tax-exempt bonding authority in the amount of \$30,500,000 to the City with respect to the Prior Note to finance the Project in accordance with the requirements of the Allocation Act.

On August 27, 2018, the City Council adopted two resolutions (the “Prior Resolutions”) approving the issuance of its revenue obligations, in or more series, as taxable and tax-exempt obligations (the “Obligations”) to refinance the Prior Note and to finance the Project in an amount not to exceed \$55,000,000. In addition, the Prior Resolutions limited the issuance of Obligations on a tax-exempt basis to an amount not to exceed \$30,500,000. The Borrower has determined that there are additional costs

associated with the Project and has requested that the Prior Resolutions be amended to allow additional Obligations to be issued on a tax-exempt basis in an amount not to exceed \$33,500,000, representing an increase of \$3,000,000. The total amount of Obligations to be issued on a taxable and tax-exempt basis will remain \$55,000,000.

In connection with the increase in the amount of tax-exempt Obligations to be issued by the City, there has been requested from the State of Minnesota, through Minnesota Management & Budget, additional allocated tax-exempt bonding authority in the amount of \$3,000,000 representing the increase in the amount of tax-exempt Obligations to be issued.

The City Council will be asked to consider the enclosed resolution, which amends the Prior Resolutions to provide approval of the issuance of tax-exempt Obligations in an amount not to exceed \$33,500,000. All the other provisions of the Prior Resolutions and the overall financing structure will remain the same.

Julie Eddington will be attending the City Council meeting on September 17, 2018 and can answer any questions that may arise during the meeting. Please contact me with any questions you may have prior to the City Council meeting.

Sincerely,

Gina A. Fiorini

Resolution No. 2018-

Resolution authorizing the issuance of tax-exempt multifamily housing revenue notes and bonds for the benefit of Minnetonka Leased Housing Associates II, LLLP

Be it resolved by the City Council (the "Council") of the City of Minnetonka, Minnesota (the "City") as follows:

Section 1. Recitals.

- 1.01. Pursuant to Minnesota Statutes, Chapter 462C, as amended (the "Act"), the City is authorized to carry out the public purposes described in the Act by providing for the issuance of revenue obligations to provide funds to finance multifamily housing developments located within the City, including workforce housing developments.
- 1.02. On December 18, 2017, the Council adopted a resolution authorizing the submission of an application to the office of Minnesota Management & Budget for an allocation of bonding authority with respect to the revenue bonds or other obligations to finance the Project (as hereinafter defined) in accordance with the requirements of Minnesota Statutes, Chapter 474A, as amended (the "Allocation Act"), and providing preliminary approval for the sale and issuance of such revenue bonds or other obligations for the Project in an amount not to exceed \$120,000,000.
- 1.03. On May 7, 2018, the City issued its Multifamily Housing Revenue Note (Preserve at Shady Oak Project), Series 2018 (the "Prior Note"), in the original aggregate principal amount of \$30,500,000, and loaned the proceeds thereof to Minnetonka Leased Housing Associates II, LLLP, a Minnesota limited liability limited partnership (the "Borrower"). The Prior Note was issued to provide short-term financing for the acquisition, construction, and equipping of approximately 220 units of workforce housing to be located at 10987 and 11015 Bren Road East in the City (the "Project"). At the time of issuance, the Borrower intended to refinance the Prior Note with the proceeds of long-term financing to be secured by a mortgage loan, tax credit investor contributions, and/or other security.
- 1.04. In conjunction with the issuance of the Prior Note, the State of Minnesota, through Minnesota Management & Budget, allocated bonding authority in the amount of \$30,500,000 to the City with respect to the Prior Note to finance the Project in accordance with the requirements of Minnesota Statutes, Chapter 474A, as amended (the "Allocation Act").
- 1.05. On August 27, 2018, after a duly noticed public hearing, the Council adopted its "Resolution authorizing the issuance of tax increment revenue and subordinate multifamily housing revenue bonds for the benefit of Minnetonka Leased Housing Associates II, LLLP; approving a housing program for a workforce housing development; and authorizing the execution of documents in connection therewith" and its "Resolution authorizing the issuance of multifamily housing

revenue notes for the benefit of Minnetonka Leased Housing Associates II, LLLP; approving a housing program for a workforce housing development; and authorizing the execution of documents in connection therewith (collectively, the “Prior Resolutions”).”

- 1.06. The Prior Resolutions authorized the City to issue its revenue obligations, in or more series, as taxable and tax-exempt obligations (the “Obligations”), in an estimated aggregate principal amount not to exceed \$55,000,000, for the benefit of the Borrower for the purposes of (i) refunding the Prior Note and financing the acquisition, construction, and equipping of the Project; (ii) funding one or more reserve funds to secure the timely payment of the Obligations, if necessary; (iii) financing interest on the Obligations during the construction of the Project, if necessary; and (iv) paying the costs of issuing the Obligations. The Project will be owned and operated by the Borrower. The resolutions separately authorized the issuance of Obligations in the form of the multifamily housing revenue obligations (the “Notes”) and tax increment revenue and subordinate multifamily housing revenue bonds (the “Bonds”) to finance the Project and stated that the combined principal amount of the Notes and the Subordinate Bonds issued on a tax-exempt basis would not exceed \$30,500,000.
- 1.07. The Borrower has determined that the cost of the Project has increased and has requested that the amount of the Notes and Subordinate Bonds issued on a tax-exempt basis authorized by the Prior Resolutions be increased to an amount not to exceed \$33,500,000. In connection with the increase in the amount of tax-exempt obligations to be issued by the City, there has been requested from the State of Minnesota, through Minnesota Management & Budget, additional allocated tax-exempt bonding authority in the amount of \$3,000,000 to finance the Project in accordance with the Allocation Act.

Section 2. Increase in Tax-Exempt Obligations.

- 2.01. The City hereby authorizes the issuance, sale, and delivery of the Obligations, in one or more series, as taxable and tax-exempt obligations, in an amount not to exceed \$55,000,000 to finance the Project. In no event, shall the combined principal amount of the Notes and the Subordinate Bonds to be issued on a tax-exempt basis exceed \$33,500,000. The Prior Resolutions are hereby amended in all respects to allow for an increase in the amount of tax-exempt Obligations to be issued in a combined amount not to exceed \$33,500,000 in the form of the Notes and the Subordinate Bonds.
- 2.01. All other provisions of the Prior Resolutions shall remain in full force and effect.

Adopted by the City Council of the City of Minnetonka, Minnesota on Sept. 17, 2018.

Brad Wiersum, Mayor

ATTEST:

David E. Maeda, City Clerk

ACTION ON THIS RESOLUTION:

Motion for adoption:

Seconded by:

Voted in favor of:

Voted against:

Abstained:

Absent:

Resolution adopted.

I hereby certify that the foregoing is a true and correct copy of a resolution adopted by the City Council of the City of Minnetonka, Minnesota, at a meeting held on Sept.17, 2018.

David E. Maeda, City Clerk