

REPORT / RECOMMENDATION



To: MAYOR AND COUNCIL

Agenda Item #: VIII. B.

From: John Wallin
Finance Director

Action
Discussion
Information

Date: October 16, 2012

Subject: Resolution Nos. 2012-138, 2012-139 & 2012-140 Awarding Sale Of G.O. Bonds Series 2012A, 2012B & 2012C

Action Requested:

Adopt Resolution 2012-138 Awarding the Sale of \$11,935,000 General Obligation Bonds, Series 2012A, Resolution 2012-139 Awarding the Sale of \$820,000 Taxable General Obligation Bonds Series 2012B and Resolution 2012-140 Awarding the Sale of \$2,115,000 General Obligation Bonds, Series 2012C.

Information / Background:

Attached are the resolutions awarding the sale of bonds as drafted by the City's bond counsel, Dorsey & Whitney. The \$11,935,000 General Obligation Bonds, Series 2012A has five purposes. The first three purposes are funding of approximately \$6,825,000 to net \$6,738,000 for various water, sanitary sewer and storm sewer projects. The fourth purpose is funding of approximately \$2,870,000 in principal to net \$2,757,700 to the permanent improvement revolving(PIR) fund for the 2012 street reconstruction projects. The fifth purpose is to issue approximately \$2,240,000 refunding bonds to refund \$3,710,000 of the Series 2007C GO PIR Bonds using \$1,500,000 of accumulated prepaid assessments and net of \$30,000 issuance costs.

The \$820,000 Taxable G.O. Bonds, Series 2012B is to finance the portion of the Braemar Arena improvements project that is the leased training facility and can only be financed with a taxable bond issue. The Drive for the Hive donation received went to finance the leased retail portion of the project and a portion of the leased training facility. The payment schedule is set up to pay off the taxable portion of the financing first then begin paying the principal portion of the tax exempt issue.

The \$2,115,000 General Obligation Recreational Facility Bonds, Series 2012C is to finance the tax exempt portion of the Braemar Arena improvements project specifically the locker rooms, renovation of the Zamboni room, ADA upgrades and the upper level railings.

The bids will be received and tabulated by the City's financial advisor, Ehlers & Associates, Inc. on Tuesday, October 16. The bids and Ehlers & Associates analysis will be presented to the City Council at the October, 16 Council meeting.

ATTACHMENT:

Resolution 2012-138
Resolution 2012-139
Resolution 2012-140

CERTIFICATION OF MINUTES RELATING TO
\$11,935,000 GENERAL OBLIGATION BONDS, SERIES 2012A

Issuer: City of Edina, Minnesota

Governing Body: City Council

Kind, date, time and place of meeting: A regular meeting held on October 16, 2012
at 7:00 o'clock P.M., at the City Hall, Edina, Minnesota.

Members present:

Members absent:

Documents Attached:

Minutes of said meeting (including): Pages 1 through 23

RESOLUTION NO. 2012-138

RESOLUTION AUTHORIZING ISSUANCE, AWARDING
SALE, PRESCRIBING THE FORM AND DETAILS AND
PROVIDING FOR THE PAYMENT OF \$11,935,000 GENERAL
OBLIGATION BONDS, SERIES 2012A

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the bonds referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said bonds; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting given as required by law.

WITNESS my hand officially as such recording officer this _____ day of
October, 2012.

Debra Mangen, City Clerk

It was reported that _____ () proposals had been received prior to 10:00 A.M., Central Time today for the purchase of the \$11,935,000 General Obligation Bonds, Series 2012A of the City in accordance with the Official Statement distributed by the City to potential purchasers of the Bonds. The proposals have been read and tabulated, and the terms of each have been determined to be as follows:

<u>Name of Bidder</u>	<u>Bid for Principal</u>	<u>Interest Rates</u>	<u>Net Interest Cost</u>
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[See Attached]

Councilmember _____ then introduced the following

resolution and moved its adoption:

RESOLUTION NO. 2012-138

RESOLUTION AUTHORIZING ISSUANCE, AWARDING
SALE, PRESCRIBING THE FORM AND DETAILS AND
PROVIDING FOR THE PAYMENT OF \$11,935,000 GENERAL
OBLIGATION BONDS, SERIES 2012A

BE IT RESOLVED by the City Council of the City of Edina, Minnesota (the
“City”), as follows:

Section 1. Authorization and Sale.

1.01. Authorization of Bonds. Pursuant to Resolution No. 2005-70, adopted on August 16, 2005, the City created a revolving fund as contemplated by Minnesota Statutes, Section 429.091, Subdivision 7a, designated as the Permanent Improvement Revolving Fund, and established certain accounts within such Permanent Improvement Revolving Fund. The City owns and operates a municipal storm sewer utility (the “Storm Water Utility”) and a municipal sanitary sewer and water utility (the “Sewer and Water Utility,” which together with the Storm Water Utility is called the “Utilities”).

This Council hereby determines that it is in the best interest of the City to issue its \$11,935,000 General Obligation Bonds, Series 2012A (the “Bonds”) for the purpose of (i) financing from the Permanent Improvement Revolving Fund the cost of the construction of various local street improvement projects designated as the Richmond Hills Park Neighborhood Roadway, Countryside, Tracy Avenue Roadway Reconstruction (Vernon Avenue to Benton Avenue), Viking Hills Neighborhood and Valley Estates Neighborhood (together, the “Improvements”); (ii) financing various improvements to the Utilities, including water, sanitary sewer and storm sewer improvement projects associated with street reconstruction projects (together, the “Utilities Improvements”); and (iii) to currently refund the City’s General Obligation Permanent Improvement Revolving Fund Bonds, Series 2007, dated May 24, 2007 maturing in the years 2014 through 2019 in the aggregate principal amount of \$3,720,000 (the “Refunded Bonds”). The Refunded Bonds will be redeemed on February 1, 2013 (the “Redemption Date”). This Council hereby determines to issue and sell the Bonds to defray the expense incurred and estimated to be incurred by the City in making the Improvements, the Utilities Improvements and to refund the Refunded Bonds, including every item of cost of the kinds authorized in Minnesota Statutes, Section 475.65. The portion of the Bonds issued to finance the Improvements are referred to as the “Improvement Bonds” and are issued pursuant to the Act and Minnesota Statutes, Chapter 429 and Chapter 475, the portion of the Bonds issued to finance the Utilities Improvements are designated as the “Utilities Bonds” and are issued pursuant to Minnesota Statutes, Section 444.075 and Chapter 475, and the portion of the Bonds issued to refund the Refunded Bonds are referred to as the “Refunding Bonds” and are issued

pursuant to the Act and Minnesota Statutes, Chapter 429 and Chapter 475 The allocation of the Bonds for this purpose is set forth in Section 2.01 hereof.

1.02. Sale of Bonds. The City has retained Ehlers & Associates, Inc., an independent financial advisor, to assist the City in connection with the sale of the Bonds. The Bonds are being sold pursuant to Minnesota Statutes, Section 475.60, Subdivision 2, paragraph (9), without meeting the requirements for public sale under Minnesota Statutes, Section 475.60, Subdivision 1. Pursuant to the Terms and Conditions of Sale for the Bonds, _____ () proposals for the purchase of the Bonds were received at or before the time specified for receipt of proposals. The proposals have been opened and publicly read and considered, and the purchase price, interest rates and true interest cost under the terms of each bid have been determined. The most favorable proposal received is that of _____, of _____, _____, and associates (the "Purchaser"), to purchase the Bonds at a price of \$ _____, the Bonds to bear interest at the rates set forth in Section 2.01. The proposal is hereby accepted, and the Mayor and the City Manager are hereby authorized and directed to execute a contract on the part of the City for the sale of the Bonds with the Purchaser. The good faith checks of the unsuccessful bidders shall be returned forthwith.

1.04. Performance of Requirements. The City is authorized by Minnesota Statutes, Section 444.075, to issue and sell the Utilities Bonds to pay the costs of the Utilities Improvements, and to pledge to the payment of the Utilities Bonds net revenues to be derived from charges for the service, use and availability of the Utilities. The City presently has certain outstanding obligations which constitute a lien on the net revenues of the Utilities. Such obligations permit further pledges and appropriations of net revenues of the Utilities to be made superior or subordinate to or on a parity with the pledge and appropriation of net revenues of the Utilities to pay such obligations. The City Council hereby determines that the estimated net revenues of the Utilities will be sufficient, together with any other sources pledged to or projected to be used, for the payment of the principal of and interest on the Utilities Bonds and such outstanding obligations which constitute a lien on the net revenues of the Utilities. All acts, conditions and things which are required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed precedent to and in the valid issuance of the Utilities Bonds having been done, existing, having happened and having been performed, it is now necessary for this Council to establish the form and terms of the Utilities Bonds, to provide security therefor and to issue the Utilities Bonds forthwith.

1.05. Maturities. This Council finds and determines that the maturities of the Improvement Bonds, as set forth in Section 3.01 hereof, are warranted by the anticipated collection of the assessments to be levied for the cost of the Improvements.

Section 2. Bond Terms; Registration; Execution and Delivery.

2.01. Maturities; Interest Rates; Denominations; Payment. The Bonds shall be designated General Obligation Bonds, Series 2012A, shall be originally dated as of November 15, 2012, shall be in the denomination of \$5,000 each, or any integral multiple thereof, shall mature on February 1 in the respective years and amounts stated below, and shall

bear interest, computed on the basis of a 360-day year consisting of twelve 30-day months, from November 15, 2012 until paid or duly called for redemption at the respective annual rates set forth opposite such years and amounts, as follows:

<u>Year</u>	<u>Amount</u>	<u>Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Rate</u>
2014	\$1,030,000		2022	\$915,000	
2015	1,225,000		2023	930,000	
2016	1,230,000		2024	195,000	
2017	1,255,000		2025	200,000	
2018	1,230,000		2026	205,000	
2019	1,100,000		2027	215,000	
2020	870,000		2028	220,000	
2021	890,000		2029	225,000	

The Bonds shall be issuable only in fully registered form. The interest thereon and, upon surrender of each Bond, the principal amount thereof, shall be payable by check or draft issued by the Registrar for the Bonds appointed herein.

The portion of the Bonds maturing in the following years and amounts constitute the Improvement Bonds:

<u>Year</u>	<u>Amount</u>
2015	\$170,000
2016	170,000
2017	175,000
2018	175,000
2019	175,000
2020	180,000
2021	185,000
2022	190,000
2023	190,000
2024	195,000
2025	200,000
2026	205,000
2027	215,000
2028	220,000
2029	225,000

The portion of the Bonds maturing in the following years and amounts constitute the Utilities Bonds:

<u>Year</u>	<u>Amount</u>
2014	\$630,000
2015	655,000
2016	660,000
2017	665,000
2018	670,000
2019	685,000
2020	690,000
2021	705,000
2022	725,000
2023	740,000

The portion of the Bonds maturing in the following years and amounts constitute the Refunding Bonds:

<u>Year</u>	<u>Amount</u>
2014	\$400,000
2015	400,000
2016	400,000
2017	415,000
2018	385,000
2019	240,000

2.02. Interest Payment Dates. Each Bond shall be dated by the Registrar as of the date of its authentication. The interest on the Bonds shall be payable on February 1 and August 1 in each year, commencing August 1, 2013, to the owner of record thereof as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

2.03. Registration. The City shall appoint, and shall maintain, a bond registrar, transfer agent and paying agent (the "Registrar"). The effect of registration and the rights and duties of the City and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal corporate trust office a bond register in which the Registrar shall provide for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of any Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form

satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer after the fifteenth day of the month preceding each interest payment date and until such interest payment date.

(c) Exchange of Bonds. Whenever any Bonds are surrendered by the registered owner for exchange the Registrar shall authenticate and deliver one or more new Bonds of a like aggregate principal amount and maturity, as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. All Bonds surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the City.

(e) Improper or Unauthorized Transfer. When any Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The City and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Bonds (except for an exchange upon a partial redemption of a Bond), the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Registrar shall deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that such Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the

Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the City and the Registrar shall be named as obligees. All Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the City. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms it shall not be necessary to issue a new Bond prior to payment.

(i) Authenticating Agent. The Registrar is hereby designated authenticating agent for the Bonds, within the meaning of Minnesota Statutes, Section 475.55, Subdivision 1, as amended.

(j) Valid Obligations. All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the City, evidencing the same debt, and entitled to the same benefits under this Resolution as the Bonds surrendered upon such transfer or exchange.

2.04. Appointment of Registrar and Paying Agent. The City hereby appoints U.S. Bank National Association in St. Paul, Minnesota, as the initial Registrar. The Mayor and City Manager are authorized to execute and deliver, on behalf of the City, a contract with U.S. Bank National Association, as Registrar. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The City agrees to pay the reasonable and customary charges of the Registrar for the services performed. The City reserves the right to remove any Registrar upon thirty (30) days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar.

2.05. Redemption. Bonds maturing in the years 2014 through 2021 shall not be subject to redemption prior to maturity, but Bonds maturing in the years 2022 through 2029 shall be subject to redemption and prepayment at the option of the City, in whole or in part, in such order as the City shall determine and by lot as to Bonds having the same maturity date, on February 1, 2021 and on any date thereafter (whether or not an interest payment date), at a price equal to the principal amount thereof and accrued interest to the date of redemption.

[Bonds maturing on February 1, 20__ are subject to mandatory redemption, at a redemption price equal to their principal amount plus interest accrued thereon to the redemption date, without premium, on February 1 in each of the years shown below, in an amount equal to the following principal amounts:

Bonds Maturing on February 1, 20

<u>Sinking Fund</u>	<u>Aggregate</u>
<u>Payment Date</u>	<u>Principal Amount]</u>

Prior to the date set for redemption of any Bond prior to its stated maturity date, the City Finance Director shall cause notice of the call for redemption thereof to be published as required by law and, not more than sixty (60) and not fewer than thirty (30) days prior to the designated redemption date, shall cause notice of the call to be mailed to the registered holders of any Bonds to be redeemed at their addresses as they appear on the bond register described in Section 2.03 hereof, but no defect in or failure to give such mailed notice of redemption shall affect the validity of proceedings for the redemption of any Bond not affected by such defect or failure. The notice of redemption shall specify the redemption date, redemption price, the numbers, interest rates and CUSIP numbers of the Bonds to be redeemed and the place at which the Bonds are to be surrendered for payment, which is the principal office of the Registrar. Official notice of redemption having been given as aforesaid, the Bonds or portions thereof so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified and from and after such date (unless the City shall default in the payment of the redemption price) such Bonds or portions thereof shall cease to bear interest.

Bonds in a denomination larger than \$5,000 may be redeemed in part in any integral multiple of \$5,000. The owner of any Bond redeemed in part shall receive without charge, upon surrender of such Bond to the Registrar, one or more new Bonds of such same series in authorized denominations equal in principal amount to the unredeemed portion of the Bond so surrendered.

2.06. Execution, Authentication and Delivery. The Bonds shall be prepared under the direction of the City Finance Director and shall be executed on behalf of the City by the signatures of the Mayor and the City Manager, provided that all signatures may be printed, engraved or lithographed facsimiles of the originals. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so prepared, executed and authenticated, the City Finance Director shall deliver them to the Purchaser upon

payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the Purchaser shall not be obligated to see to the application of the purchase price.

2.07. Form of Bonds. The Bonds shall be typed or printed in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

CITY OF EDINA

GENERAL OBLIGATION BOND, SERIES 2012A

R-___ \$_____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
___%	February 1, 20__	November 15, 2012	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THOUSAND DOLLARS

THE CITY OF EDINA, Hennepin County, Minnesota (the City), acknowledges itself to be indebted and for value received hereby promises to pay to the registered owner named above, or registered assigns, the principal sum specified above on the maturity date specified above, and to pay interest thereon from the date of original issue specified above, or the most recent interest payment date to which interest has been paid or provided for, at the annual rate specified above, payable on February 1 and August 1 in each year, commencing August 1, 2013 (each such date, an Interest Payment Date), to the person in whose name this Bond is registered at the close of business on the 15th day (whether or not a business day) of the month immediately preceding the payment date, all subject to the provisions referred to herein with respect to redemption of the principal of this Bond before maturity. The interest so payable on any Interest Payment Date shall be paid 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 calendar month next preceding such Interest Payment Date. Interest hereon shall be computed on the basis of a 360-day year composed of twelve 30-day months. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by U.S. Bank National Association in St. Paul, Minnesota, as Bond Registrar, Transfer Agent and Paying Agent (the Registrar), or its designated successor under the Resolution described herein. For the prompt and full payment of such principal and interest as the same respectively become due, the full faith and credit and taxing powers of the City have been and are hereby irrevocably pledged.

This Bond is one of an issue in the aggregate principal amount of \$11,935,000, all of like date and tenor, except as to serial number, maturity date, interest rate, redemption privilege and denomination issued pursuant to a resolution adopted by the City Council on October 16, 2012 (the "Resolution"), to maintain the Permanent Improvement Revolving Fund of the City, a permanent fund established for the financing and refinancing of local improvements for which special assessments may be levied against property specifically benefited thereby, and to finance the costs of improvements to the storm sewer utility and to the sanitary sewer and water utility of the City, and is issued pursuant to and in full conformity with the provisions of the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Statutes, Chapter 429 and Section 444.075 and Chapter 475. The Bonds are issuable only as fully registered bonds in denominations of \$5,000 or any multiple thereof, of single maturities. The Bonds of this series are issuable only as fully registered Bonds, in denominations of \$5,000 or any multiple thereof, of single maturities.

Bonds of this issue maturing in 2021 and earlier years are payable on their respective stated maturity dates without option of prior payment, but Bonds having stated maturity dates in 2022 and later years are each subject to redemption and prepayment at the option of the City, in whole or in part, and if in part in such order as the City shall determine and by lot as to Bonds maturing on the same date, on February 1, 2021 and any date thereafter (whether or not an interest payment date), at a price equal to the principal amount thereof plus interest accrued to the date of redemption.

[Bonds maturing in the year 20__ shall be subject to mandatory redemption prior to maturity by lot pursuant to the mandatory sinking fund requirements of the Resolution on February 1 in the years and in the principal amounts set forth in the Resolution at a redemption price equal to the stated principal amount thereof to be redeemed plus interest accrued thereon to the redemption date, without premium.]

At least thirty days prior to the date set for redemption of any Bond, notice of the call for redemption will be mailed to the Bond Registrar and to the registered owner of each Bond to be redeemed at his address appearing in the Bond Register, but no defect in or failure to give such mailed notice of redemption shall affect the validity of the proceedings for the redemption of any Bond not affected by such defect or failure. Official notice of redemption having been given as aforesaid, the Bonds or portions of the Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price herein specified and from and after such date (unless the City shall default in the payment of the redemption price) such Bond or portions of Bonds shall cease to bear interest. Upon the partial redemption of any Bond, a new Bond or Bonds will be delivered to the registered owner without charge, representing the remaining principal amount outstanding.

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 shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the City.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by 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; that prior to the issuance hereof the City has levied or agreed to levy special assessments on property specially benefited by the improvements financed and refinanced by the Bonds collectible in the years and amounts required to produce sums not less than five percent in excess of the principal of and interest on such portion of the Bonds as such principal and interest respectively become due, and has appropriated such special assessments to the Revenue Account (the Revenue Account) of its Permanent Improvement Revolving Fund previously established by the City; and that, on or before each date the City is obligated to pay principal of or interest on such portion of the Bonds, the City will transfer from its Revenue Account to a separate General Obligation Permanent Improvement Revolving Fund Bonds, Series 2012 Bond Fund an amount sufficient for the payment of such principal and interest on such date; and the City has pledged to the payment of the principal of and interest on the Bonds net revenues of the storm water utility and sanitary sewer and water utility of the City; that in and by the Resolution, the City has covenanted and agreed with the owner of the Bonds that it will impose and collect charges for the service, use and availability of its storm water utility and sanitary sewer and water utility at the time and in the amounts required to produce net revenues adequate to pay all principal of and interest on the Bonds and on all other bonds payable from net revenues of the storm water utility and sanitary sewer and water utility as such principal and interest respectively become due; that if needed to pay the principal and interest on this Bond, ad valorem taxes will be levied upon all taxable property in the City without limitation as to rate or amount; and that the issuance of this Bond does not cause the indebtedness of the City to exceed any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution described herein until the Certificate of Authentication hereon shall have been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Edina, Hennepin County, Minnesota, by its City Council, has caused this Bond to be executed on its behalf by the manual or facsimile signatures of the Mayor and City Manager, and has caused this Bond to be dated as of the Date of Original Issue set forth above.

CITY OF EDINA

City Manager

Mayor

CERTIFICATE OF AUTHENTICATION

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

Date of Authentication: _____

U.S. BANK NATIONAL ASSOCIATION,
as Registrar

By _____
Authorized Representative

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants
in common

UTMA Custodian
(Cust) (Minor)

under Uniform Transfers to Minors Act.....

TEN ENT -- as tenants
by entreties

(State)

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

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

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers
unto _____
the within Bond and all rights thereunder, and 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
OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE:

/ _____ /

NOTICE: The signature(s) to this assignment
must correspond with the name as it appears upon
the face of the within Bond in every particular,
without alteration, enlargement or any change
whatsoever.

Signature(s) must be guaranteed by an
“eligible guarantor institution” meeting the
requirements of the Bond Registrar, which
requirements include membership or participation
in the Securities Transfer Association Medallion
Program (STAMP) or such other “signature
guaranty program” as may be determined by the
Bond Registrar in addition to or in substitution
for STAMP, all in accordance with the Securities
Exchange Act of 1934, as amended.

[End of Bond Form.]

2.08. Use of Securities Depository; Book-Entry Only System. The provisions of
this Section shall take precedence over the provisions of Sections 2.01 through 2.07 to the extent
they are inconsistent therewith.

(a) The Depository Trust Company (“DTC”) has agreed to act as securities depository for the Bonds, and to provide a Book-Entry Only System for registering the ownership interest of the financial institutions for which it holds the Bonds (the “DTC Participants”), and for distributing to such DTC Participants such amount of the principal and interest payments on the Bonds as they are entitled to receive, for redistribution to the beneficial owners of the 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 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, shall be subject to the provisions of this Section 2.08, and no Beneficial Owner shall have the right to receive a certificate of ownership or printed Bond. While DTC is acting as the securities depository, the Bonds shall be registered in the name of the DTC’s nominee, CEDE & CO; provided that upon delivery by DTC to the City and the 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 Order shall refer to such new nominee of DTC.

With respect to Bonds registered in the name of a securities depository or its nominee, the City and the Registrar shall have no responsibility or obligation to any DTC Participant or Beneficial Owner 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 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 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 premium, if any, or interest on the Bonds. The Registrar shall pay all principal of and premium, if any, and interest on the 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 Bonds to the extent of the sum or sums so paid. So long as the Book-Entry Only System is in effect, no person other than DTC shall receive an authenticated Bond.

(c) Upon receipt by the City and the Registrar of written notice from the securities depository to the effect that it is unable or unwilling to discharge its responsibilities under the Book-Entry Only System, the Registrar shall issue, transfer and exchange Bonds of the initial series as requested by the securities depository in appropriate amounts, and whenever the securities depository requests the City and the Registrar to do so, the City and the 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 Bonds, or (ii) to make available Bonds registered in whatever name or names the Beneficial Owner registering ownership transferring or exchanging such 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 Owner that they be able to obtain printed Bonds, the City may so notify the securities depository

and the Registrar, whereupon the securities depository shall notify the Beneficial Owners of the availability through the securities depository of such printed Bonds. In such event, the City shall cause to be prepared and the Registrar shall issue, transfer and exchange the printed Bonds fully executed and authenticated, as requested by the securities depository in appropriate amounts and, whenever the securities depository requests, the City and the Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice to make available printed Bonds registered on the Bond Register in whatever name or names the Beneficial Owners entitled to receive 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 Bond is registered in the name of a securities depository or its nominee, all payments of principal and interest on the Bond and all notices with respect to the Bond shall be made and given, respectively, to the securities depository.

(f) In the event that the Book-Entry Only System established pursuant to this Section is discontinued, except as provided in clause (g), the 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 Bonds as provided in Section 2.03. 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 Registrar in terminating all arrangements for the issuance of documents evidencing ownership interests in the Bonds through the securities depository. Nothing herein shall affect the securities depository's rights under clause (e) above.

Section 3. Use of Proceeds.

3.01. Redemption of Refunded Bonds. All proceeds of the Bonds received from the Purchaser allocated to the Refunding Bonds are irrevocably appropriated to pay and redeem the Refunded Bonds on the Redemption Date. The City Manager is hereby authorized and directed to take all actions necessary to redeem the Refunded Bonds on the Redemption Date.

3.02. General Obligation Bonds, Permanent Improvement Revolving Fund Series 2012A Improvement Construction Fund. The City hereby establishes as a special subaccount in the Construction Fund of the Permanent Improvement Revolving Fund the Permanent Improvement Revolving Fund Series 2012 Improvement Construction Fund (the "Series 2012 Improvement Construction Fund") as a separate bookkeeping account on its books and records. There shall be deposited into the Series 2012 Improvement Construction Fund, when and as received, the proceeds of the sale of the Bonds allocated to the Improvement Bonds. There shall be established a separate account within the Series 2012 Improvement Construction Fund to record expenditures for each Improvement. The moneys in the Series 2012 Improvement Construction Fund will be disbursed by the City, in accordance with this Resolution and the

City's normal procedures, to pay (or reimburse the City for) the costs of the Improvements, including also the issuance costs of the Improvement Bonds pursuant to Section 9 hereof. At such time as the Improvements are completed the City shall transfer any remaining balance in the Series 2012 Improvement Construction Fund as provided in Resolution No. 2005-70.

3.03. General Obligation Bonds, Series 2012A Utilities Construction Fund.

There is hereby established in the official books and records of the City, a separate General Obligation Bonds, Series 2012A Utilities Construction Fund (the "Series 2012 Utilities Construction Fund"). The City hereby appropriates to the Series 2012 Utilities Construction Fund all proceeds of the Bonds received from the Purchaser allocated to the Utilities Bonds and to pay the issuance costs of the Utilities Bonds pursuant to Section 9 hereof. The Series 2012 Utilities Construction Fund shall be used solely to defray expenses of the Utilities Improvements, including but not limited to the transfer to the Utilities Bond Fund, created in Section 4.02 hereof, of amounts sufficient for the payment of interest, due upon the Utilities Bonds prior to the completion of the Utilities Improvements and the payment of the expenses incurred by the City in connection with the issuance of the Utilities Bonds. Upon completion and payment of all costs of the Utilities Improvements, any balance of the proceeds of Utilities Bonds remaining in the Series 2012 Utilities Construction Fund may be used to pay the cost, in whole or in part, of any other improvements to the Utilities, as directed by the City Council, but any balance of such proceeds not so used shall be credited and paid to the Utilities Bond Fund.

Section 4. Bond Funds.

4.01. General Obligation Permanent Improvement Revolving Fund Bonds, Series 2012 Bond Fund. So long as any of the Improvement Bonds or the Refunding Bonds are outstanding and any principal of or interest thereon unpaid, the City shall maintain a separate debt service fund on its official books and records to be known as the General Obligation Permanent Improvement Revolving Fund Bonds, Series 2012 Bond Fund (the "Improvement Bond Fund") within the Debt Service Account of the Permanent Improvement Revolving Fund (the "Debt Service Account"), and the principal of and interest on the Improvement Bonds and the Refunding Bonds shall be payable from the Improvement Bond Fund. The City irrevocably appropriates to the Improvement Bond Fund (a) all moneys transferred with respect to the Improvement Bonds and the Refunding Bonds from other accounts within the Permanent Improvement Revolving Fund to the Debt Service Account in accordance with this Resolution; and (b) all other moneys as shall be appropriated by the City Council to the Improvement Bond Fund from time to time. On the business day preceding each date on which principal of or interest on the Improvement Bonds and the Refunding Bonds are to be paid by the City in accordance with this resolution, the City Finance Director shall, without further direction by the Council, transfer from the Debt Service Account in the Permanent Improvement Revolving Fund to the Improvement Bond Fund an amount sufficient to pay such principal and interest. If the aggregate balance in the Improvement Bond Fund is at any time insufficient to pay all interest and principal then due on all Improvement Bonds and Refunding Bonds payable therefrom, the payment shall be made from any fund of the City which is available for that purpose, subject to reimbursement from the Permanent Improvement Revolving Fund when the balance therein is sufficient, and the City Council covenants and agrees that it will each year levy a sufficient

amount of ad valorem taxes to take care of any accumulated or anticipated deficiency, which levy is not subject to any constitutional or statutory limitation.

4.02. Utilities Bond Fund. The Utilities Bonds shall be payable from a separate General Obligation Utilities Bonds, Series 2012A Bond Fund (the "Utilities Bond Fund"), which the City agrees to maintain until the Utilities Bonds have been paid in full. If the balance in the Utilities Bond Fund is ever insufficient to pay all principal and interest then due on bonds payable therefrom, the City Finance Director shall nevertheless provide sufficient money from any other funds of the City which are available for that purpose, and such other funds shall be reimbursed from subsequent receipts of net revenues of the Utilities appropriated to the Utilities Bond Fund and, if necessary, from the proceeds of the taxes levied for the Utilities Bond Fund. The City Finance Director shall deposit in the Utilities Bond Fund the proceeds of all taxes levied and all other money which may at any time be received for or appropriated to the payment of such bonds and interest, including the net revenues of the Utilities herein pledged and appropriated to the Utilities Bond Fund, all collections of any ad valorem taxes levied for the payment of the Utilities Bonds, and all other moneys received for or appropriated to the payment of the Utilities Bonds and interest thereon.

Section 5. Levy of Special Assessments; Full Faith and Credit Pledged.

5.01. Levy of Special Assessments. The City has previously levied special assessments against lots, tracts and parcels of land benefited by the improvements financed by the Refunded Bonds, in an aggregate principal amount not less than twenty percent (20%) of the cost of such improvements. The City hereby covenants and agrees that for payment of the cost of each of the Improvements it will do and perform all acts and things necessary for the full and valid levy of special assessments against all assessable lots, tracts and parcels of land benefited thereby and located within the area proposed to be assessed therefor, based upon the benefits received by each such lot, tract or parcel, in an aggregate principal amount not less than twenty percent (20%) of the cost of the Improvements. In the event that any such assessment shall be at any time held invalid with respect to any lot, piece or parcel of land, due to any error, defect or irregularity in any action or proceeding taken or to be taken by the City or this Council or any of the City's officers or employees, either in the making of such assessment or in the performance of any condition precedent thereto, the City and this Council hereby covenant and agree that they will forthwith do all such further acts and take all such further proceedings as may be required by law to make such assessments a valid and binding lien upon such property.

The Council presently estimates that the special assessments levied for payment of the cost of the Improvements shall be in the principal amount of \$_____ payable in not more than 15 installments, the first installment to be collectible with taxes during the year 2014, and that deferred installments shall bear interest at the rate of []% per annum from the date of the resolution levying said assessment until December 31 of the year in which the installment is payable.

5.02. Full Faith and Credit Pledged. The full faith and credit of the City are irrevocably pledged for the prompt and full payment of the principal of and the interest on the

Bonds, and the Bonds shall be payable from the Improvement Bond Fund and the Utilities Bond Fund in accordance with the provisions and covenants contained in this resolution. It is estimated that the special assessments levied and to be levied for the payment of the Improvements and net revenues of the Utilities pledged to the payment of the Utilities Bonds will be collected in amounts not less than five percent (5%) in excess of the annual principal and interest requirements of the Bonds.

Section 6. Imposition of Charges; Additional Bonds. The City hereby covenants and agrees with the holders from time to time of the Utilities Bonds that so long as any of the Utilities Bonds are outstanding, the City will impose and collect reasonable charges for the service, use and availability of the Utilities to the City and its inhabitants according to schedules calculated to produce net revenues which, will be sufficient to pay all principal and interest when due on the Utilities Bonds and all other obligations payable from the net revenues of the Utilities. Net revenues of the Utilities, to the extent necessary, are hereby irrevocably pledged and appropriated to the payment of the principal of the Utilities Bonds and interest thereon; provided that nothing herein shall preclude the City from hereafter making further pledges and appropriations of net revenues of the Utilities for the payment of additional obligations of the City hereafter authorized if the City Council determines before the authorization of such additional obligations that the estimated net revenues of the Utilities will be sufficient, together with any other sources pledged to or projected to be used, for the payment of the principal of and interest on the Utilities Bonds and paid therefrom and such additional obligations. Such further pledges and appropriations of said net revenues may be made superior or subordinate to or on a parity with the pledge and appropriation herein made, as to the application of net revenues received from time to time.

Section 7. Defeasance. When all of the Bonds have been discharged as provided in this section, all pledges, covenants and other rights granted by this resolution to the holders of the Bonds shall cease. The City may discharge its obligations with respect to any Bonds which are due on any date by depositing with the Registrar on or before that date a sum sufficient for the payment thereof in full; or, if any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued from the due date to the date of such deposit. The City may also discharge its obligations with respect to any prepayable Bonds called for redemption on any date when they are prepayable according to their terms, by depositing with the Registrar on or before that date an amount equal to the principal, interest and redemption premium, if any, which are then due, provided that notice of such redemption has been duly given as provided herein. The City may also at any time discharge its obligations with respect to any Bonds, subject to the provisions of law now or hereafter authorizing and regulating such action, by depositing irrevocably in escrow, with a bank qualified by law as an escrow agent for this purpose, cash or securities which are authorized by law to be so deposited, bearing interest payable at such time and at such rates and maturing or callable at the holder's option on such dates as shall be required to pay all principal, interest and redemption premiums to become due thereon to maturity or said redemption date.

Section 8. County Auditor Registration, Certification of Proceedings, Investment of Money, Arbitrage and Official Statement.

8.01. County Auditor Registration. The City Clerk is hereby authorized and directed to file a certified copy of this Resolution with the County Auditor of Hennepin County, together with such other information as the County Auditor shall require, and to obtain from said County Auditor a certificate that the Bonds have been entered on his bond register as required by law.

8.02. Certification of Proceedings. The officers of the City and the County Auditor of Hennepin County are hereby authorized and directed to prepare and furnish to the Purchaser and to Dorsey & Whitney LLP, Bond Counsel to the City, certified copies of all proceedings and records of the City, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Bonds as the same appear from the books and records under their custody and control or as otherwise known to them, and all such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the City as to the facts recited therein.

8.03. Covenant. The City covenants and agrees with the registered owners of the Bonds, that it will not take, or permit to be taken by any of its officers, employees or agents, any action which would cause the interest payable on the Bonds to become subject to taxation under the Internal Revenue Code of 1986, as amended (the "Code") and Regulations promulgated thereunder (the "Regulations") as are enacted or promulgated and in effect on the date of issuance of the Bonds, and covenants to take any and all actions within its powers to ensure that the interest on the Bonds will not become includable in gross income of the recipient under the Code and the Regulations. The facilities financed by the Bonds shall at all times during the term of the Bonds be owned and maintained by the City and the City shall not enter into any lease, use agreement, management agreement, capacity agreement or other agreement or contract with any nongovernmental person relating to the use of the facilities financed by the Bonds, or security for the payment of the Bonds which might cause the Bonds to be considered "private activity bonds" or "private loan bonds" pursuant to Section 141 of the Code.

8.04. Arbitrage Certification. The Mayor and the City Manager, being the officers of the City charged with the responsibility for issuing the Bonds pursuant to this resolution, are authorized and directed to execute and deliver to the Purchaser a certification in accordance with the provisions of Section 148 of the Code, and the Regulations, stating the facts, estimates and circumstances in existence on the date of issue and delivery of the Bonds which make it reasonable to expect that the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be arbitrage bonds within the meaning of the Code and Regulations.

8.05. Arbitrage Rebate. The City shall take such actions as are required to comply with the arbitrage rebate requirements of paragraphs (2) and (3) of Section 148(f) of the Code.

8.06. Official Statement. The Official Statement relating to the Bonds, dated October 4, 2012, prepared and distributed on behalf of the City by Ehlers and Associates, Inc., is hereby approved. Ehlers and Associates, Inc. is hereby authorized of behalf of the City to prepare and distribute to the Purchaser a supplement to the Official Statement listing the offering

price, the interest rates, other information relating to the Bonds required to be included in the Official Statement by Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. Within seven business days from the date hereof, the City shall deliver to the Purchaser a reasonable number of copies of the Official Statement and such supplement. The officers of the City are hereby authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

8.07. Reimbursement. The City certifies that the proceeds of the Bonds will not be used by the City to reimburse itself for any expenditure with respect to the financed facilities which the City paid or will have paid more than 60 days prior to the issuance of the Bonds unless, with respect to such prior expenditures, the City shall have made a declaration of official intent which complies with the provisions of Section 1.150-2 of the Regulations, provided that a declaration of official intent shall not be required (i) with respect to certain de minimis expenditures, if any, with respect to the financed facilities meeting the requirements of Section 1.150-2(f)(1) of the Regulations, or (ii) with respect to "preliminary expenditures" for the financed facilities as defined in Section 1.150-2(f)(2) of the Regulations, including engineering or architectural expenses and similar preparatory expenses, which in the aggregate do not exceed 20% of the "issue price" of the Bonds.

Section 9. Continuing Disclosure.

(a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit the original purchaser and other participating underwriters in the primary offering of the Bonds to comply with amendments to Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12), relating to continuing disclosure (as in effect and interpreted from time to time, the "Rule"), which will enhance the marketability of the Bonds, the City hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Bonds (as hereinafter defined). The City is the only "obligated person" in respect of the Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made.

If the City fails to comply with any provisions of this Section 9, any person aggrieved thereby, including the Owners of any Outstanding Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Section 9, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this Section 9 constitute a default under the Bonds or under any other provision of this resolution.

As used in this Section 9, "Owner" or "Bondowner" means, in respect of a Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar

or any "Beneficial Owner" (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, "Beneficial Owner" means, in respect of a Bond, any person or entity which (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Bond (including persons or entities holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Bond for federal income tax purposes. As used herein, "Outstanding " means when used with reference to Bonds means all Bonds which have been issued and authenticated by the Registrar except (i) Bonds which have been paid in full (ii) Bonds which have been cancelled by the Registrar or surrendered to the Registrar for cancellation and (iii) Bonds which have been discharged as provided in Section 6 hereof.

(b) Information To Be Disclosed. The City will provide, in the manner set forth in subsection (c) hereof, either directly or indirectly through an agent designated by the City, the following information at the following times:

(1) on or before 365 days after the end of each fiscal year of the City, commencing with the fiscal year ending December 31, 2013 the following financial information and operating data in respect of the City (the "Disclosure Information"):

(A) the audited financial statements of the City for such fiscal year, prepared in accordance with generally accepted accounting principles in accordance with the governmental accounting standards promulgated by the Governmental Accounting Standards Board or as otherwise provided under Minnesota law, as in effect from time to time, or, if and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles for reasons beyond the reasonable control of the City, noting the discrepancies therefrom and the effect thereof, and certified as to accuracy and completeness in all material respects by the fiscal officer of the City; and

(B) To the extent not included in the financial statements referred to in paragraph (A) hereof, the information for such fiscal year or for the period most recently available of the type set forth below, which information may be unaudited, but is to be certified as to accuracy and completeness in all material respects by the fiscal officer of the City, to the best of his or her knowledge, which certification may be based on the reliability of information obtained from governmental or other third party sources:

Current Property Valuations; Direct Debt; Tax Levies and Collections; Population Trend; Employment/Unemployment.

Notwithstanding the foregoing paragraph, if the audited financial statements are not available by the date specified, the City shall provide on or before such date unaudited financial statements in the format required for the audited financial statements as part of the

Disclosure Information and, within 10 days after the receipt thereof, the City shall provide the audited financial statements.

Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been submitted to each of the repositories hereinafter referred to under subsection (b) or the SEC. If the document incorporated by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify in the Disclosure Information each document so incorporated by reference.

If any part of the Disclosure Information can no longer be generated because the operations of the City have materially changed or been discontinued, such Disclosure Information need no longer be provided if the City includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other City operations in respect of which data is not included in the Disclosure Information and the City determines that certain specified data regarding such replacement operations would be a Material Fact (as defined in paragraph (2) of this subsection (b)), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations.

If the Disclosure Information is changed or this Section 9 is amended as permitted by this paragraph (1) or subsection (d), then the City shall include in the next Disclosure Information to be delivered hereunder, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(2) In a timely manner not in excess of 10 business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults, if material;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (G) Modifications to rights of security holders, if material;

(H) Bond calls (other than scheduled mandatory redemptions, if material, and tender offers;

(I) Defeasances;

(J) Release, substitution, or sale of property securing repayment of the securities, if material;

(K) Rating changes;

(L) Bankruptcy, insolvency, receivership or a similar event with respect to the City;

(M) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material and

(N) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(3) In a timely manner, notice of the occurrence of any of the following events or conditions:

(A) the failure of the City to provide the Disclosure Information required under paragraph (1) of this subsection (b) at the time specified thereunder;

(B) the amendment or supplementing of this Section 9 pursuant to subsection (d), together with a copy of such amendment or supplement and any explanation provided by the City under paragraph (2) of subsection (d);

(C) the termination of the obligations of the City under this Section 9 pursuant to subsection (d);

(D) any change in the accounting principles pursuant to which the financial statements constituting a portion of the Disclosure Information are prepared; and

(E) any change in the fiscal year of the City.

(c) Manner of Disclosure. The City agrees to make available the information described in subsection (b) as follows:

(1) The City agrees to make available to the MSRB, in an electronic format as prescribed by the MSRB from time to time, the information described in subsection (b).

(2) All documents provided to the MSRB pursuant to this subsection (c) shall be accompanied by identifying information as prescribed by the MSRB from time to time.

(d) Term; Amendments; Interpretation.

(1) The covenants of the City in this Section 9 shall remain in effect so long as any Bonds are Outstanding. Notwithstanding the preceding sentence, however, the obligations of the City under this Section 9 shall terminate and be without further effect as of any date on which the City delivers to the Registrar an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the City to comply with the requirements of this Section 9 will not cause participating underwriters in the primary offering of the Bonds to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successory thereto or amendatory thereof.

(2) This Section 9 (and the form and requirements of the Disclosure Information) may be amended or supplemented by the City from time to time, without notice to (except as provided in paragraph (3) of subsection (b)) or the consent of the Owners of any Bonds, by a resolution of this Council filed in the office of the recording officer of the City accompanied by an opinion of Bond Counsel, who may rely on certificates of the City and others and the opinion may be subject to customary qualifications, to the effect that: (i) such amendment or supplement (a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the City or the type of operations conducted by the City, or (b) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule; (ii) this Section 9 as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of the Rule at the time of the primary offering of the Bonds, giving effect to any change in circumstances applicable under clause (i)(a) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (iii) such amendment or supplement does not materially impair the interests of the Bondowners under the Rule.

If the Disclosure Information is so amended, the City agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(3) This Section 9 is entered into to comply with the continuing disclosure provisions of the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

Section 10. Authorization of Payment of Certain Costs of Issuance of the Bonds.
The City authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Klein Bank, on the closing date for further distribution as directed by the City's financial advisor, Ehlers & Associates, Inc.

Adopted this 16th day of October, 2012.

Mayor

Attest: _____
City Clerk

The motion for the adoption of the foregoing resolution was duly seconded by Councilmember _____ and upon vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution was declared duly passed and adopted.

COUNTY AUDITOR'S CERTIFICATE
AS TO REGISTRATION AND TAX LEVY

The undersigned, being the duly qualified and acting County Auditor of Hennepin County, Minnesota, hereby certifies that there has been filed in my office a certified copy of a resolution duly adopted on October 16, 2012, by the City Council of the City of Edina, Minnesota, setting forth the form and details of an issue of \$11,935,000 General Obligation Bonds, Series 2012A, dated as of November 15, 2012.

I further certify that said Bonds have been entered on my bond register and the tax required by law for payment of the Bonds has been levied and filed, as required by Minnesota Statutes, Sections 475.61 to 475.63.

WITNESS my hand and official seal this _____ day of October, 2012.

County Auditor

(SEAL)

CERTIFICATION OF MINUTES RELATING TO
\$820,000 TAXABLE GENERAL OBLIGATION BONDS, SERIES 2012B

Issuer: City of Edina, Minnesota

Governing Body: City Council

Kind, date, time and place of meeting: A regular meeting held on October 16, 2012
at 7:00 o'clock P.M., at the City Hall, Edina, Minnesota.

Members present:

Members absent:

Documents Attached:

Minutes of said meeting (including): Pages 1 through 18

RESOLUTION NO. 2012-139

RESOLUTION AUTHORIZING ISSUANCE, AWARDING
SALE, PRESCRIBING THE FORM AND DETAILS AND
PROVIDING FOR THE PAYMENT OF \$820,000 TAXABLE
GENERAL OBLIGATION BONDS, SERIES 2012B

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the bonds referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said bonds; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting given as required by law.

WITNESS my hand officially as such recording officer this _____ day of
October, 2012.

Debra Mangen, City Clerk

It was reported that _____ () proposals had been received prior to 10:00 A.M., Central Time today for the purchase of the \$820,000 Taxable General Obligation Bonds, Series 2012B of the City in accordance with the Official Statement distributed by the City to potential purchasers of the Bonds. The proposals have been read and tabulated, and the terms of each have been determined to be as follows:

<u>Name of Bidder</u>	<u>Bid for Principal</u>	<u>Interest Rates</u>	<u>Net Interest Cost</u>
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[See Attached]

Councilmember _____ then introduced the following

resolution and moved its adoption:

RESOLUTION NO. 2012-139

RESOLUTION AUTHORIZING ISSUANCE, AWARDING
SALE, PRESCRIBING THE FORM AND DETAILS AND
PROVIDING FOR THE PAYMENT OF \$820,000 TAXABLE
GENERAL OBLIGATION BONDS, SERIES 2012B

BE IT RESOLVED by the City Council of the City of Edina, Minnesota (the
“City”), as follows:

Section 1. Authorization and Sale.

1.01. Authorization of Bonds. The City has presently outstanding its General Obligation Bonds, Series 2009B (the “Series 2009B Bonds”), initially dated as of April 29, 2009 and its General Obligation Recreational Facilities Bonds, Series 2009C, initially dated as of December 10, 2009 (the “Series 2009C Bonds”), issued pursuant to Minnesota Laws 1961, Chapter 655 (the “Act”), and Minnesota Statutes, Chapter 475. The Series 2009C Bonds and a portion of the Series 2009B Bonds are payable primarily out of the net revenues to be derived from the municipal golf courses, ice arena, swimming pool and liquor stores of the City (the “Net Revenues”). This Council has previously determined to issue and sell \$820,000 principal amount of Taxable General Obligation Bonds, Series 2012B, of the City (the “Bonds”) pursuant to the Act and Minnesota Statutes, Chapter 475, to defray the expense incurred and estimated to be incurred by the City in connection with the construction of a training center at Braemar Arena (the “Project”), including every item of cost of the kinds authorized in Minnesota Statutes, Section 475.65. The Bonds are payable primarily out of the Net Revenues (the “Net Revenues”). The Project to be financed by the Bonds does not include any portion of the construction at Braemar Arena of space to be used for the operation of a sporting goods store. In connection with the issuance of the Bonds the City is also issuing its General Obligation Bonds, Series 2012C (the “Series 2012C Bonds”), pursuant to the Act and Minnesota Statutes, Chapter 475, which will be payable primarily out of the Net Revenues.

1.02. Findings. It is hereby found, determined and declared that the Net Revenues in the fiscal year ended December 31, 2011 exceeds the maximum amount of principal and interest to become due in any future fiscal year on the Bonds, the Series 2009C Bonds, the Series 2012C Bonds and the portion of the Series 2009B for which the Net Revenues are pledged (the “Outstanding Recreational Facilities Bonds”).

1.03. Sale of Bonds. The City has retained Ehlers & Associates, Inc., an independent financial advisor, to assist the City in connection with the sale of the Bonds. The Bonds are being sold pursuant to Minnesota Statutes, Section 475.60, Subdivision 2, paragraph (9), without meeting the requirements for public sale under Minnesota Statutes, Section 475.60,

Subdivision 1. Pursuant to the Terms and Conditions of Sale for the Bonds, _____ () proposals for the purchase of the Bonds were received at or before the time specified for receipt of proposals. The proposals have been opened and publicly read and considered, and the purchase price, interest rates and true interest cost under the terms of each bid have been determined. The most favorable proposal received is that of _____, of _____, _____, and associates (the "Purchaser"), to purchase the Bonds at a price of \$ _____, the Bonds to bear interest at the rates set forth in Section 2.01. The proposal is hereby accepted, and the Mayor and the City Manager are hereby authorized and directed to execute a contract on the part of the City for the sale of the Bonds with the Purchaser. The good faith checks of the unsuccessful bidders shall be returned forthwith.

1.04. Performance of Requirements. All acts, conditions and things which are required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed precedent to and in the valid issuance of the Bonds having been done, existing, having happened and having been performed, it is now necessary for this Council to establish the form and terms of the Bonds, to provide security therefor and to issue the Bonds forthwith.

Section 2. Bond Terms; Registration; Execution and Delivery.

2.01. Maturities; Interest Rates; Denominations; Payment. The Bonds shall be designated Taxable General Obligation Bonds, Series 2012B, shall be originally dated as of November 15, 2012, shall be in the denomination of \$5,000 each, or any integral multiple thereof, shall mature on February 1 in the respective years and amounts stated below, and shall bear interest, computed on the basis of a 360-day year consisting of twelve 30-day months, from November 15, 2012 until paid at the respective annual rates set forth opposite such years and amounts, as follows:

<u>Year</u>	<u>Amount</u>	<u>Rate</u>
2014	\$105,000	
2015	120,000	
2016	125,000	
2017	125,000	
2018	125,000	
2019	130,000	
2020	90,000	

The Bonds shall be issuable only in fully registered form. The interest thereon and, upon surrender of each Bond, the principal amount thereof, shall be payable by check or draft issued by the Registrar for the Bonds appointed herein.

2.02. Interest Payment Dates. Each Bond shall be dated by the Registrar as of the date of its authentication. The interest on the Bonds shall be payable on February 1 and August 1 in each year, commencing August 1, 2013, to the owner of record thereof as of the close of

business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

2.03. Registration. The City shall appoint, and shall maintain, a bond registrar, transfer agent and paying agent (the "Registrar"). The effect of registration and the rights and duties of the City and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal corporate trust office a bond register in which the Registrar shall provide for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of any Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer after the fifteenth day of the month preceding each interest payment date and until such interest payment date.

(c) Exchange of Bonds. Whenever any Bonds are surrendered by the registered owner for exchange the Registrar shall authenticate and deliver one or more new Bonds of a like aggregate principal amount and maturity, as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. All Bonds surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the City.

(e) Improper or Unauthorized Transfer. When any Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The City and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Bonds (except for an exchange upon a partial redemption of a Bond), the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Registrar shall deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that such Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the City and the Registrar shall be named as obligees. All Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the City. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms it shall not be necessary to issue a new Bond prior to payment.

(i) Authenticating Agent. The Registrar is hereby designated authenticating agent for the Bonds, within the meaning of Minnesota Statutes, Section 475.55, Subdivision 1, as amended.

(j) Valid Obligations. All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the City, evidencing the same debt, and entitled to the same benefits under this Resolution as the Bonds surrendered upon such transfer or exchange.

2.04. Appointment of Registrar and Paying Agent. The City hereby appoints U.S. Bank National Association in St. Paul, Minnesota, as the initial Registrar. The Mayor and City Manager are authorized to execute and deliver, on behalf of the City, a contract with U.S. Bank National Association, as Registrar. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The City agrees to pay the reasonable and customary charges of the Registrar for the services performed. The City reserves the right to remove any Registrar upon thirty (30) days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar.

2.05. Redemption. The Bonds are not be subject to optional redemption prior to maturity.

[Bonds maturing on February 1, 20__ are subject to mandatory redemption, at a redemption price equal to their principal amount plus interest accrued thereon to the redemption

date, without premium, on February 1 in each of the years shown below, in an amount equal to the following principal amounts:

Bonds Maturing on February 1, 20

<u>Sinking Fund</u>	<u>Aggregate</u>
<u>Payment Date</u>	<u>Principal Amount]</u>

[Prior to the date set for redemption of any Bond prior to its stated maturity date, the City Finance Director shall cause notice of the call for redemption thereof to be published as required by law and, not more than sixty (60) and not fewer than thirty (30) days prior to the designated redemption date, shall cause notice of the call to be mailed to the registered holders of any Bonds to be redeemed at their addresses as they appear on the bond register described in Section 2.03 hereof, but no defect in or failure to give such mailed notice of redemption shall affect the validity of proceedings for the redemption of any Bond not affected by such defect or failure. The notice of redemption shall specify the redemption date, redemption price, the numbers, interest rates and CUSIP numbers of the Bonds to be redeemed and the place at which the Bonds are to be surrendered for payment, which is the principal office of the Registrar. Official notice of redemption having been given as aforesaid, the Bonds or portions thereof so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified and from and after such date (unless the City shall default in the payment of the redemption price) such Bonds or portions thereof shall cease to bear interest.]

Bonds in a denomination larger than \$5,000 may be redeemed in part in any integral multiple of \$5,000. The owner of any Bond redeemed in part shall receive without charge, upon surrender of such Bond to the Registrar, one or more new Bonds of such same series in authorized denominations equal in principal amount to the unredeemed portion of the Bond so surrendered.

2.06. Execution, Authentication and Delivery. The Bonds shall be prepared under the direction of the City Finance Director and shall be executed on behalf of the City by the signatures of the Mayor and the City Manager, provided that all signatures may be printed, engraved or lithographed facsimiles of the originals. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has

been authenticated and delivered under this Resolution. When the Bonds have been so prepared, executed and authenticated, the City Finance Director shall deliver them to the Purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the Purchaser shall not be obligated to see to the application of the purchase price.

2.07. Form of Bonds. The Bonds shall be typed or printed in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

CITY OF EDINA

TAXABLE GENERAL OBLIGATION BOND, SERIES 2012B

R-___ \$_____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
___%	February 1, 20__	November 15, 2012	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THOUSAND DOLLARS

THE CITY OF EDINA, Hennepin County, Minnesota (the City), acknowledges itself to be indebted and for value received hereby promises to pay to the registered owner named above, or registered assigns, the principal sum specified above on the maturity date specified above, without option of prior payment, and to pay interest thereon from the date of original issue specified above, or the most recent interest payment date to which interest has been paid or provided for, at the annual rate specified above, payable on February 1 and August 1 in each year, commencing August 1, 2013 (each such date, an Interest Payment Date), to the person in whose name this Bond is registered at the close of business on the 15th day (whether or not a business day) of the month immediately preceding the payment date. The interest so payable on any Interest Payment Date shall be paid 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 calendar month next preceding such Interest Payment Date. Interest hereon shall be computed on the basis of a 360-day year composed of twelve 30-day months. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by U.S. Bank National Association in St. Paul, Minnesota, as Bond Registrar, Transfer Agent and Paying Agent (the Registrar), or its designated successor under the Resolution described herein. For the prompt and full payment of such principal and interest as

the same respectively become due, the full faith and credit and taxing powers of the City have been and are hereby irrevocably pledged.

This Bond is one of an issue in the aggregate principal amount of \$820,000, all of like date and tenor, except as to maturity date, interest rate, and denomination issued pursuant to a resolution adopted by the City Council on October 16, 2012 (the "Resolution"), for the purpose of financing improvements to the City's ice arena, and is issued pursuant to and in full conformity with the provisions of the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Laws 1961, Chapter 655, and Minnesota Statutes, Chapter 475. The Bonds are issuable only as fully registered bonds in denominations of \$5,000 or any multiple thereof, of single maturities. The Bonds of this series are issuable only as fully registered Bonds, in denominations of \$5,000 or any multiple thereof, of single maturities.

[Bonds maturing in the year 20__ shall be subject to mandatory redemption prior to maturity by lot pursuant to the mandatory sinking fund requirements of the Resolution on February 1 in the years and in the principal amounts set forth in the Resolution at a redemption price equal to the stated principal amount thereof to be redeemed plus interest accrued thereon to the redemption date, without premium. Notice of redemption shall be given as provided in the following paragraph.]

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 shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the City.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by 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; that, by the Resolution the City has pledged to the payment of the principal of and interest on the Bonds the net revenues of the City's golf courses, swimming pool, ice arena and liquor stores as shall be required to pay such principal and interest and on a parity with the pledge of such net revenues to the payment of other outstanding bonds of the City; that if necessary for payment of the principal and interest, ad valorem taxes are required to be levied upon all taxable property in the City, without limitation as to rate or amount; and that the issuance of this Bond does not cause the indebtedness of the City to exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution described herein until the Certificate of Authentication hereon shall have been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Edina, Hennepin County, Minnesota, by its City Council, has caused this Bond to be executed on its behalf by the manual or facsimile signatures of the Mayor and City Manager, and has caused this Bond to be dated as of the Date of Original Issue set forth above.

CITY OF EDINA

City Manager

Mayor

CERTIFICATE OF AUTHENTICATION

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

Date of Authentication: _____

U.S. BANK NATIONAL ASSOCIATION,
as Registrar

By _____
Authorized Representative

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM --	as tenants in common	UTMA	Custodian
		(Cust)	(Minor)
		under Uniform Transfers to Minors Act.....	
TEN ENT --	as tenants by entireties		(State)
JT TEN --	as joint tenants with right of survivorship and not as tenants in common		

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

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights thereunder, and 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 OR OTHER IDENTIFYING NUMBER OF ASSIGNEE:

/ _____ /

NOTICE: The signature(s) to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration, enlargement or any change whatsoever.

Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Bond Registrar, which requirements include membership or participation in the Securities Transfer Association Medalion

Program (STAMP) or such other “signature guaranty program” as may be determined by the Bond Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

[End of Bond Form.]

2.08. Use of Securities Depository; Book-Entry Only System. The provisions of this Section shall take precedence over the provisions of Sections 2.01 through 2.07 to the extent they are inconsistent therewith.

(a) The Depository Trust Company (“DTC”) has agreed to act as securities depository for the Bonds, and to provide a Book-Entry Only System for registering the ownership interest of the financial institutions for which it holds the Bonds (the “DTC Participants”), and for distributing to such DTC Participants such amount of the principal and interest payments on the Bonds as they are entitled to receive, for redistribution to the beneficial owners of the 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 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, shall be subject to the provisions of this Section 2.08, and no Beneficial Owner shall have the right to receive a certificate of ownership or printed Bond. While DTC is acting as the securities depository, the Bonds shall be registered in the name of the DTC’s nominee, CEDE & CO; provided that upon delivery by DTC to the City and the 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 Order shall refer to such new nominee of DTC.

With respect to Bonds registered in the name of a securities depository or its nominee, the City and the Registrar shall have no responsibility or obligation to any DTC Participant or Beneficial Owner 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 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 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 premium, if any, or interest on the Bonds. The Registrar shall pay all principal of and premium, if any, and interest on the 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 Bonds to the extent of the sum or sums so paid. So long as the Book-Entry Only System is in effect, no person other than DTC shall receive an authenticated Bond.

(c) Upon receipt by the City and the Registrar of written notice from the securities depository to the effect that it is unable or unwilling to discharge its responsibilities under the Book-Entry Only System, the Registrar shall issue, transfer and exchange Bonds of the initial series as requested by the securities depository in appropriate amounts, and whenever the securities depository requests the City and the Registrar to do so, the City and the 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 Bonds, or (ii) to make available Bonds registered in whatever name or names the Beneficial Owner registering ownership transferring or exchanging such 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 Owner that they be able to obtain printed Bonds, the City may so notify the securities depository and the Registrar, whereupon the securities depository shall notify the Beneficial Owners of the availability through the securities depository of such printed Bonds. In such event, the City shall cause to be prepared and the Registrar shall issue, transfer and exchange the printed Bonds fully executed and authenticated, as requested by the securities depository in appropriate amounts and, whenever the securities depository requests, the City and the Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice to make available printed Bonds registered on the Bond Register in whatever name or names the Beneficial Owners entitled to receive 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 Bond is registered in the name of a securities depository or its nominee, all payments of principal and interest on the Bond and all notices with respect to the Bond shall be made and given, respectively, to the securities depository.

(f) In the event that the Book-Entry Only System established pursuant to this Section is discontinued, except as provided in clause (g), the 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 Bonds as provided in Section 2.03. 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 Registrar in terminating all arrangements for the issuance of documents evidencing ownership interests in the Bonds through the securities depository. Nothing herein shall affect the securities depository's rights under clause (e) above.

Section 3. 2012B Taxable General Obligation Bonds Construction Fund.
Proceeds of the Bonds shall be deposited in a separate Series 2012B Taxable General Obligation Bonds Construction Fund (the "Construction Fund") which shall be created and maintained on the books of the City as a separate account. The Construction Fund shall be used solely to defray

expenses of the Project and of costs of issuance of the Bonds. Upon completion and payment of all costs of the Project, any amounts remaining in the Construction Fund shall be credited and paid to the Bond Fund created pursuant to Section 4 hereof.

Section 4. Bond Fund.

4.01. 2012B Taxable General Obligation Bond Fund. The Bonds shall be payable from a separate Taxable General Obligation Bonds, Series 2012B Bond Fund (the "Bond Fund"), which the City agrees to maintain until the Bonds have been paid in full. If the moneys in the Bond Fund should at any time be insufficient to pay principal and interest due on the Bonds, such amounts shall be paid from other moneys on hand in other funds of the City, which other funds shall be reimbursed therefor when sufficient moneys become available in the Bond Fund. There shall be credited to the Bond Fund the following:

(a) All collections of any taxes levied for the payment of the principal of or interest on the Bonds, and all other money which may at any time be received for or appropriated to the payment of the principal of or interest on the Bonds, including the Net Revenues herein pledged and appropriated to the Bond Fund.

(b) The sum of \$ _____ from Net Revenues, which amount shall be credited to a separate subaccount in the Bond Fund as a reserve for the Bonds as required by the Act, and which amounts equal the average annual amount of principal and interest to become due on the Bonds and is required to be deposited therein pursuant to the Act.

(c) Any other funds appropriated by the City for the payment of the Bonds.

4.02. Pledge of Net Revenues. The Net Revenues are hereby irrevocably pledged and appropriated to the payment of the Bonds and interest thereon when due and the maintenance of the reserve account required by the Act. The pledge of the Net Revenues to the payment of the Bonds and maintenance of the reserve account is on a parity with the pledge of the Net Revenues to the payment of the Outstanding Recreational Facilities Bonds. Nothing herein shall preclude the City from hereafter making further pledges and appropriations of the Net Revenues for payment of additional obligations of the City hereafter authorized if the Council determines before the authorization of such additional obligations that the estimated Net Revenues will be sufficient, together with any other sources pledged to the payment of the Bonds, the Outstanding Recreational Facilities Bonds and additional obligations, for payment of the Bonds, the Outstanding Recreational Facilities Bonds and such additional obligations. Such further pledges and appropriations of Net Revenues may be made superior or subordinate to, or on a parity with, the pledge and appropriation herein made.

Section 5. Pledge of Taxing Powers. For the prompt and full payment of the principal of and interest on the Bonds as such payments respectively become due, the full faith, credit and unlimited taxing powers of the City shall be and are hereby irrevocably pledged. It is, however, presently estimated that the funds appropriated pursuant to Section 4 hereof will

provide sums not less than 5% in excess of principal and interest on the Bonds when due, and therefore no tax levy is presently required.

Section 6. Defeasance. When all of the Bonds have been discharged as provided in this section, all pledges, covenants and other rights granted by this resolution to the holders of the Bonds shall cease. The City may discharge its obligations with respect to any Bonds which are due on any date by depositing with the Registrar on or before that date a sum sufficient for the payment thereof in full; or, if any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued from the due date to the date of such deposit. The City may also discharge its obligations with respect to any prepayable Bonds called for redemption on any date when they are prepayable according to their terms, by depositing with the Registrar on or before that date an amount equal to the principal, interest and redemption premium, if any, which are then due, provided that notice of such redemption has been duly given as provided herein. The City may also at any time discharge its obligations with respect to any Bonds, subject to the provisions of law now or hereafter authorizing and regulating such action, by depositing irrevocably in escrow, with a bank qualified by law as an escrow agent for this purpose, cash or securities which are authorized by law to be so deposited, bearing interest payable at such time and at such rates and maturing or callable at the holder's option on such dates as shall be required to pay all principal, interest and redemption premiums to become due thereon to maturity or said redemption date.

Section 7. County Auditor Registration, Certification of Proceedings, Investment of Money, Arbitrage and Official Statement.

7.01. County Auditor Registration. The City Clerk is hereby authorized and directed to file a certified copy of this Resolution with the County Auditor of Hennepin County, together with such other information as the County Auditor shall require, and to obtain from said County Auditor a certificate that the Bonds have been entered on his bond register as required by law.

7.02. Certification of Proceedings. The officers of the City and the County Auditor of Hennepin County are hereby authorized and directed to prepare and furnish to the Purchaser and to Dorsey & Whitney LLP, Bond Counsel to the City, certified copies of all proceedings and records of the City, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Bonds as the same appear from the books and records under their custody and control or as otherwise known to them, and all such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the City as to the facts recited therein.

7.03. Continuing Disclosure.

(a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit the original purchaser and other participating underwriters in the primary offering of the Bonds to comply with amendments to Rule 15c2-12 promulgated by the Securities and Exchange Commission (the

“SEC”) under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12), relating to continuing disclosure (as in effect and interpreted from time to time, the “Rule”), which will enhance the marketability of the Bonds, the City hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Bonds (as hereinafter defined). The City is the only “obligated person” in respect of the Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made.

If the City fails to comply with any provisions of this Section 7.03, any person aggrieved thereby, including the Owners of any Outstanding Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Section 7.03, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this Section 7.03 constitute a default under the Bonds or under any other provision of this resolution.

As used in this Section 7.03, “Owner” or “Bondowner” means, in respect of a Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any “Beneficial Owner” (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, “Beneficial Owner” means, in respect of a Bond, any person or entity which (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Bond (including persons or entities holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Bond for federal income tax purposes. As used herein, “Outstanding “ means when used with reference to Bonds means all Bonds which have been issued and authenticated by the Registrar except (i) Bonds which have been paid in full (ii) Bonds which have been cancelled by the Registrar or surrendered to the Registrar for cancellation and (iii) Bonds which have been discharged as provided in Section 6 hereof.

(b) Information To Be Disclosed. The City will provide, in the manner set forth in subsection (c) hereof, either directly or indirectly through an agent designated by the City, the following information at the following times:

(1) on or before 365 days after the end of each fiscal year of the City, commencing with the fiscal year ending December 31, 2013 the following financial information and operating data in respect of the City (the “Disclosure Information”):

(A) the audited financial statements of the City for such fiscal year, prepared in accordance with generally accepted accounting principles in accordance with the governmental accounting standards promulgated by the Governmental Accounting Standards Board or as otherwise provided under Minnesota law, as in effect from time to time, or, if and to the extent such financial statements have not been prepared in accordance with such generally

accepted accounting principles for reasons beyond the reasonable control of the City, noting the discrepancies therefrom and the effect thereof, and certified as to accuracy and completeness in all material respects by the fiscal officer of the City; and

(B) To the extent not included in the financial statements referred to in paragraph (A) hereof, the information for such fiscal year or for the period most recently available of the type set forth below, which information may be unaudited, but is to be certified as to accuracy and completeness in all material respects by the fiscal officer of the City, to the best of his or her knowledge, which certification may be based on the reliability of information obtained from governmental or other third party sources:

Current Property Valuations; Direct Debt; Tax Levies and Collections; Population Trend; Employment/Unemployment.

Notwithstanding the foregoing paragraph, if the audited financial statements are not available by the date specified, the City shall provide on or before such date unaudited financial statements in the format required for the audited financial statements as part of the Disclosure Information and, within 10 days after the receipt thereof, the City shall provide the audited financial statements.

Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been submitted to each of the repositories hereinafter referred to under subsection (b) or the SEC. If the document incorporated by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify in the Disclosure Information each document so incorporated by reference.

If any part of the Disclosure Information can no longer be generated because the operations of the City have materially changed or been discontinued, such Disclosure Information need no longer be provided if the City includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other City operations in respect of which data is not included in the Disclosure Information and the City determines that certain specified data regarding such replacement operations would be a Material Fact (as defined in paragraph (2) of this subsection (b)), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations.

If the Disclosure Information is changed or this Section 7.03 is amended as permitted by this paragraph (1) or subsection (d), then the City shall include in the next Disclosure Information to be delivered hereunder, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(2) In a timely manner not in excess of 10 business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults, if material;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (G) Modifications to rights of security holders, if material;
- (H) Bond calls (other than scheduled mandatory redemptions, if material, and tender offers;
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the securities, if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership or a similar event with respect to the City;
- (M) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material and
- (N) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(3) In a timely manner, notice of the occurrence of any of the following events or conditions:

(A) the failure of the City to provide the Disclosure Information required under paragraph (1) of this subsection (b) at the time specified thereunder;

(B) the amendment or supplementing of this Section 7.03 pursuant to subsection (d), together with a copy of such amendment or supplement and any explanation provided by the City under paragraph (2) of subsection (d);

(C) the termination of the obligations of the City under this Section 7.03 pursuant to subsection (d);

(D) any change in the accounting principles pursuant to which the financial statements constituting a portion of the Disclosure Information are prepared; and

(E) any change in the fiscal year of the City.

(c) Manner of Disclosure. The City agrees to make available the information described in subsection (b) as follows:

(1) The City agrees to make available to the MSRB, in an electronic format as prescribed by the MSRB from time to time, the information described in subsection (b).

(2) All documents provided to the MSRB pursuant to this subsection (c) shall be accompanied by identifying information as prescribed by the MSRB from time to time.

(d) Term; Amendments; Interpretation.

(1) The covenants of the City in this Section 7.03 shall remain in effect so long as any Bonds are Outstanding. Notwithstanding the preceding sentence, however, the obligations of the City under this Section 7.03 shall terminate and be without further effect as of any date on which the City delivers to the Registrar an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the City to comply with the requirements of this Section 7.03 will not cause participating underwriters in the primary offering of the Bonds to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successory thereto or amendatory thereof.

(2) This Section 7.03 (and the form and requirements of the Disclosure Information) may be amended or supplemented by the City from time to time, without notice to (except as provided in paragraph (3) of subsection (b)) or the consent of the Owners of any Bonds, by a resolution of this Council filed in the office of the recording officer of the City accompanied by an opinion of Bond Counsel, who may rely on certificates of the City and others and the opinion may be subject to customary qualifications, to the effect that: (i) such amendment or supplement (a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the City or the type of operations conducted by the City, or (b) is required by, or better complies with, the provisions of

paragraph (b)(5) of the Rule; (ii) this Section 7.03 as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of the Rule at the time of the primary offering of the Bonds, giving effect to any change in circumstances applicable under clause (i)(a) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (iii) such amendment or supplement does not materially impair the interests of the Bondowners under the Rule.

If the Disclosure Information is so amended, the City agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(3) This Section 7.03 is entered into to comply with the continuing disclosure provisions of the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

Section 8. Authorization of Payment of Certain Costs of Issuance of the Bonds.
The City authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Klein Bank, on the closing date for further distribution as directed by the City's financial advisor, Ehlers & Associates, Inc.

Adopted this 16th day of October, 2012.

Mayor

Attest: _____
City Clerk

The motion for the adoption of the foregoing resolution was duly seconded by Councilmember _____ and upon vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution was declared duly passed and adopted.

COUNTY AUDITOR'S CERTIFICATE
AS TO REGISTRATION AND TAX LEVY

The undersigned, being the duly qualified and acting County Auditor of Hennepin County, Minnesota, hereby certifies that there has been filed in my office a certified copy of a resolution duly adopted on October 16, 2012, by the City Council of the City of Edina, Minnesota, setting forth the form and details of an issue of \$820,000 Taxable General Obligation Bonds, Series 2012B, dated as of November 15, 2012.

I further certify that said Bonds have been entered on my bond register and the tax required by law for payment of the Bonds has been levied and filed, as required by Minnesota Statutes, Sections 475.61 to 475.63.

WITNESS my hand and official seal this _____ day of _____, 2012.

County Auditor

(SEAL)

CERTIFICATION OF MINUTES RELATING TO
\$2,115,000 GENERAL OBLIGATION BONDS, SERIES 2012C

Issuer: City of Edina, Minnesota

Governing Body: City Council

Kind, date, time and place of meeting: A regular meeting held on October 16, 2012
at 7:00 o'clock P.M., at the City Hall, Edina, Minnesota.

Members present:

Members absent:

Documents Attached:

Minutes of said meeting (including): Pages 1 through 19

RESOLUTION NO. 2012-140

RESOLUTION AUTHORIZING ISSUANCE, AWARDING
SALE, PRESCRIBING THE FORM AND DETAILS AND
PROVIDING FOR THE PAYMENT OF \$2,115,000 GENERAL
OBLIGATION BONDS, SERIES 2012C

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the bonds referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said bonds; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting given as required by law.

WITNESS my hand officially as such recording officer this _____ day of
October, 2012.

Debra Mangen, City Clerk

It was reported that _____ () proposals had been received prior to 10:00 A.M., Central Time today for the purchase of the \$2,115,000 General Obligation Bonds, Series 2012C of the City in accordance with the Official Statement distributed by the City to potential purchasers of the Bonds. The proposals have been read and tabulated, and the terms of each have been determined to be as follows:

<u>Name of Bidder</u>	<u>Bid for Principal</u>	<u>Interest Rates</u>	<u>Net Interest Cost</u>
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[See Attached]

Councilmember _____ then introduced the following

resolution and moved its adoption:

RESOLUTION NO. 2012-140

RESOLUTION AUTHORIZING ISSUANCE, AWARDED
SALE, PRESCRIBING THE FORM AND DETAILS AND
PROVIDING FOR THE PAYMENT OF \$2,115,000 GENERAL
OBLIGATION BONDS, SERIES 2012C

BE IT RESOLVED by the City Council of the City of Edina, Minnesota (the
“City”), as follows:

Section 1. Authorization and Sale.

1.01. Authorization of Bonds. The City has presently outstanding its General Obligation Bonds, Series 2009B (the “Series 2009B Bonds”), initially dated as of April 29, 2009 and its General Obligation Recreational Facilities Bonds, Series 2009C, initially dated as of December 10, 2009 (the “Series 2009C Bonds”), issued pursuant to Minnesota Laws 1961, Chapter 655 (the “Act”), and Minnesota Statutes, Chapter 475. The Series 2009C Bonds and a portion of the Series 2009B Bonds are payable primarily out of the net revenues to be derived from the municipal golf courses, ice arena, swimming pool and liquor stores of the City (the “Net Revenues”). This Council has previously determined to issue and sell \$2,115,000 principal amount of General Obligation Bonds, Series 2012C, of the City (the “Bonds”) pursuant to the Act and Minnesota Statutes, Chapter 475, to defray the expense incurred and estimated to be incurred by the City in connection with the construction of improvements to Braemar Arena (the “Project”), including every item of cost of the kinds authorized in Minnesota Statutes, Section 475.65. The Bonds are payable primarily out of the Net Revenues (the “Net Revenues”). The Project to be financed by the Bonds does not include any portion of the construction at Braemar Arena of space to be used for the operation of a training center or a sporting goods store. In connection with the issuance of the Bonds the City is also issuing its Taxable General Obligation Bonds, Series 2012B (the “Series 2012B Bonds”), pursuant to the Act and Minnesota Statutes, Chapter 475, which will be payable primarily out of the Net Revenues.

1.02. Findings. It is hereby found, determined and declared that the Net Revenues in the fiscal year ended December 31, 2011 exceeds the maximum amount of principal and interest to become due in any future fiscal year on the Bonds, the Series 2009C Bonds, the Series 2012B Bonds and the portion of the Series 2009B for which the Net Revenues are pledged (the “Outstanding Recreational Facilities Bonds”).

1.03. Sale of Bonds. The City has retained Ehlers & Associates, Inc., an independent financial advisor, to assist the City in connection with the sale of the Bonds. The Bonds are being sold pursuant to Minnesota Statutes, Section 475.60, Subdivision 2, paragraph (9), without meeting the requirements for public sale under Minnesota Statutes, Section 475.60,

Subdivision 1. Pursuant to the Terms and Conditions of Sale for the Bonds, _____ () proposals for the purchase of the Bonds were received at or before the time specified for receipt of proposals. The proposals have been opened and publicly read and considered, and the purchase price, interest rates and true interest cost under the terms of each bid have been determined. The most favorable proposal received is that of _____, of _____, _____, and associates (the "Purchaser"), to purchase the Bonds at a price of \$ _____, the Bonds to bear interest at the rates set forth in Section 2.01. The proposal is hereby accepted, and the Mayor and the City Manager are hereby authorized and directed to execute a contract on the part of the City for the sale of the Bonds with the Purchaser. The good faith checks of the unsuccessful bidders shall be returned forthwith.

1.04. Performance of Requirements. All acts, conditions and things which are required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed precedent to and in the valid issuance of the Bonds having been done, existing, having happened and having been performed, it is now necessary for this Council to establish the form and terms of the Bonds, to provide security therefor and to issue the Bonds forthwith.

Section 2. Bond Terms; Registration; Execution and Delivery.

2.01. Maturities; Interest Rates; Denominations; Payment. The Bonds shall be designated General Obligation Bonds, Series 2012C, shall be originally dated as of November 15, 2012, shall be in the denomination of \$5,000 each, or any integral multiple thereof, shall mature on February 1 in the respective years and amounts stated below, and shall bear interest, computed on the basis of a 360-day year consisting of twelve 30-day months, from November 15, 2012 until paid or duly called for redemption at the respective annual rates set forth opposite such years and amounts, as follows:

<u>Year</u>	<u>Amount</u>	<u>Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Rate</u>
2020	\$ 45,000		2027	\$155,000	
2021	135,000		2028	160,000	
2022	140,000		2029	165,000	
2023	140,000		2030	170,000	
2024	145,000		2031	180,000	
2025	150,000		2032	185,000	
2026	155,000		2033	190,000	

The Bonds shall be issuable only in fully registered form. The interest thereon and, upon surrender of each Bond, the principal amount thereof, shall be payable by check or draft issued by the Registrar for the Bonds appointed herein.

2.02. Interest Payment Dates. Each Bond shall be dated by the Registrar as of the date of its authentication. The interest on the Bonds shall be payable on February 1 and August 1 in each year, commencing August 1, 2013, to the owner of record thereof as of the close of

business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

2.03. Registration. The City shall appoint, and shall maintain, a bond registrar, transfer agent and paying agent (the "Registrar"). The effect of registration and the rights and duties of the City and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal corporate trust office a bond register in which the Registrar shall provide for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of any Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer after the fifteenth day of the month preceding each interest payment date and until such interest payment date.

(c) Exchange of Bonds. Whenever any Bonds are surrendered by the registered owner for exchange the Registrar shall authenticate and deliver one or more new Bonds of a like aggregate principal amount and maturity, as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. All Bonds surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the City.

(e) Improper or Unauthorized Transfer. When any Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The City and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Bonds (except for an exchange upon a partial redemption of a Bond), the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Registrar shall deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that such Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the City and the Registrar shall be named as obligees. All Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the City. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms it shall not be necessary to issue a new Bond prior to payment.

(i) Authenticating Agent. The Registrar is hereby designated authenticating agent for the Bonds, within the meaning of Minnesota Statutes, Section 475.55, Subdivision 1, as amended.

(j) Valid Obligations. All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the City, evidencing the same debt, and entitled to the same benefits under this Resolution as the Bonds surrendered upon such transfer or exchange.

2.04. Appointment of Registrar and Paying Agent. The City hereby appoints U.S. Bank National Association in St. Paul, Minnesota, as the initial Registrar. The Mayor and City Manager are authorized to execute and deliver, on behalf of the City, a contract with U.S. Bank National Association, as Registrar. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The City agrees to pay the reasonable and customary charges of the Registrar for the services performed. The City reserves the right to remove any Registrar upon thirty (30) days' notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar.

2.05. Redemption. Bonds maturing in the years 2020 through 2022 shall not be subject to redemption prior to maturity, but Bonds maturing in the years 2023 through 2033 shall be subject to redemption and prepayment at the option of the City, in whole or in part, in such order as the City shall determine and by lot as to Bonds having the same maturity date, on

February 1, 2022 and on any date thereafter (whether or not an interest payment date), at a price equal to the principal amount thereof and accrued interest to the date of redemption.

[Bonds maturing on February 1, 20__ are subject to mandatory redemption, at a redemption price equal to their principal amount plus interest accrued thereon to the redemption date, without premium, on February 1 in each of the years shown below, in an amount equal to the following principal amounts:

<u>Bonds Maturing on February 1, 20</u>	
<u>Sinking Fund</u>	<u>Aggregate</u>
<u>Payment Date</u>	<u>Principal Amount]</u>

Prior to the date set for redemption of any Bond prior to its stated maturity date, the City Finance Director shall cause notice of the call for redemption thereof to be published as required by law and, not more than sixty (60) and not fewer than thirty (30) days prior to the designated redemption date, shall cause notice of the call to be mailed to the registered holders of any Bonds to be redeemed at their addresses as they appear on the bond register described in Section 2.03 hereof, but no defect in or failure to give such mailed notice of redemption shall affect the validity of proceedings for the redemption of any Bond not affected by such defect or failure. The notice of redemption shall specify the redemption date, redemption price, the numbers, interest rates and CUSIP numbers of the Bonds to be redeemed and the place at which the Bonds are to be surrendered for payment, which is the principal office of the Registrar. Official notice of redemption having been given as aforesaid, the Bonds or portions thereof so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified and from and after such date (unless the City shall default in the payment of the redemption price) such Bonds or portions thereof shall cease to bear interest.

Bonds in a denomination larger than \$5,000 may be redeemed in part in any integral multiple of \$5,000. The owner of any Bond redeemed in part shall receive without charge, upon surrender of such Bond to the Registrar, one or more new Bonds of such same series in authorized denominations equal in principal amount to the unredeemed portion of the Bond so surrendered.

2.06. Execution, Authentication and Delivery. The Bonds shall be prepared under the direction of the City Finance Director and shall be executed on behalf of the City by the signatures of the Mayor and the City Manager, provided that all signatures may be printed, engraved or lithographed facsimiles of the originals. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until delivery. Notwithstanding such

execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Bonds need not be signed by the same representative. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so prepared, executed and authenticated, the City Finance Director shall deliver them to the Purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the Purchaser shall not be obligated to see to the application of the purchase price.

2.07. Form of Bonds. The Bonds shall be typed or printed in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN

CITY OF EDINA

GENERAL OBLIGATION BOND, SERIES 2012C

R-_____ \$ _____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____%	February 1, 20__	November 15, 2012	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THOUSAND DOLLARS

THE CITY OF EDINA, Hennepin County, Minnesota (the City), acknowledges itself to be indebted and for value received hereby promises to pay to the registered owner named above, or registered assigns, the principal sum specified above on the maturity date specified above, without option of prior payment, and to pay interest thereon from the date of original issue specified above, or the most recent interest payment date to which interest has been paid or provided for, at the annual rate specified above, payable on February 1 and August 1 in each year, commencing August 1, 2013 (each such date, an Interest Payment Date), to the person in whose name this Bond is registered at the close of business on the 15th day (whether or not a business day) of the month immediately preceding the payment date. The interest so payable on any Interest Payment Date shall be paid 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 calendar month next preceding such Interest Payment Date. Interest hereon shall be computed on the basis of a 360-day year composed of twelve 30-day months. The interest hereon and, upon presentation and

surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by U.S. Bank National Association in St. Paul, Minnesota, as Bond Registrar, Transfer Agent and Paying Agent (the Registrar), or its designated successor under the Resolution described herein. For the prompt and full payment of such principal and interest as the same respectively become due, the full faith and credit and taxing powers of the City have been and are hereby irrevocably pledged.

This Bond is one of an issue in the aggregate principal amount of \$2,115,000, all of like date and tenor, except as to maturity date, interest rate, and denomination issued pursuant to a resolution adopted by the City Council on October 16, 2012 (the "Resolution"), for the purpose of financing improvements to the City's ice arena, and is issued pursuant to and in full conformity with the provisions of the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Laws 1961, Chapter 655, and Minnesota Statutes, Chapter 475. The Bonds are issuable only as fully registered bonds in denominations of \$5,000 or any multiple thereof, of single maturities. The Bonds of this series are issuable only as fully registered Bonds, in denominations of \$5,000 or any multiple thereof, of single maturities.

Bonds of this issue maturing in 2022 and earlier years are payable on their respective stated maturity dates without option of prior payment, but Bonds having stated maturity dates in 2023 and later years are each subject to redemption and prepayment at the option of the City, in whole or in part, and if in part in such order as the City shall determine and by lot as to Bonds maturing on the same date, on February 1, 2022 and any date thereafter (whether or not an interest payment date), at a price equal to the principal amount thereof plus interest accrued to the date of redemption.

[Bonds maturing in the year 20__ shall be subject to mandatory redemption prior to maturity by lot pursuant to the mandatory sinking fund requirements of the Resolution on February 1 in the years and in the principal amounts set forth in the Resolution at a redemption price equal to the stated principal amount thereof to be redeemed plus interest accrued thereon to the redemption date, without premium. Notice of redemption shall be given as provided in the following paragraph.]

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 shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the City.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by 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; that, by the Resolution the City has pledged to the payment of the principal of and interest on the Bonds the net revenues of the City's golf courses, swimming pool, ice arena and liquor stores as shall be required to pay such principal and interest and on a parity with the pledge of such net revenues to the payment of other outstanding bonds of the City; that if necessary for payment of the principal and interest, ad valorem taxes are required to be levied upon all taxable property in the City, without limitation as to rate or amount; and that the issuance of this Bond does not cause the indebtedness of the City to exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution described herein until the Certificate of Authentication hereon shall have been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, the City of Edina, Hennepin County, Minnesota, by its City Council, has caused this Bond to be executed on its behalf by the manual or facsimile signatures of the Mayor and City Manager, and has caused this Bond to be dated as of the Date of Original Issue set forth above.

CITY OF EDINA

City Manager

Mayor

CERTIFICATE OF AUTHENTICATION

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

Date of Authentication: _____

U.S. BANK NATIONAL ASSOCIATION,
as Registrar

By _____
Authorized Representative

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

- | | | | |
|------------|---|--|-----------------|
| TEN COM -- | as tenants
in common | UTMA | Custodian |
| | | (Cust) | (Minor) |
| | | under Uniform Transfers to Minors Act..... | |
| TEN ENT -- | as tenants
by entireties | | (State) |
| JT TEN -- | as joint tenants
with right of
survivorship and
not as tenants in common | | |

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

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____ the within Bond and all rights thereunder, and 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 _____

OR OTHER IDENTIFYING NUMBER
OF ASSIGNEE:

/ _____ /

NOTICE: The signature(s) to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration, enlargement or any change whatsoever.

Signature(s) must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Bond Registrar, which requirements include membership or participation in the Securities Transfer Association Medallion Program (STAMP) or such other “signature guaranty program” as may be determined by the Bond Registrar in addition to or in substitution for STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

[End of Bond Form.]

2.08. Use of Securities Depository; Book-Entry Only System. The provisions of this Section shall take precedence over the provisions of Sections 2.01 through 2.07 to the extent they are inconsistent therewith.

(a) The Depository Trust Company (“DTC”) has agreed to act as securities depository for the Bonds, and to provide a Book-Entry Only System for registering the ownership interest of the financial institutions for which it holds the Bonds (the “DTC Participants”), and for distributing to such DTC Participants such amount of the principal and interest payments on the Bonds as they are entitled to receive, for redistribution to the beneficial owners of the 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 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, shall be subject to the provisions of this Section 2.08, and no Beneficial Owner shall have the right to receive a certificate of ownership or printed Bond. While DTC is acting as the securities depository, the Bonds shall be registered in the name of the DTC’s nominee, CEDE & CO; provided that upon delivery by DTC to the City and the 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 Order shall refer to such new nominee of DTC.

With respect to Bonds registered in the name of a securities depository or its nominee, the City and the Registrar shall have no responsibility or obligation to any DTC

Participant or Beneficial Owner 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 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 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 premium, if any, or interest on the Bonds. The Registrar shall pay all principal of and premium, if any, and interest on the 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 Bonds to the extent of the sum or sums so paid. So long as the Book-Entry Only System is in effect, no person other than DTC shall receive an authenticated Bond.

(c) Upon receipt by the City and the Registrar of written notice from the securities depository to the effect that it is unable or unwilling to discharge its responsibilities under the Book-Entry Only System, the Registrar shall issue, transfer and exchange Bonds of the initial series as requested by the securities depository in appropriate amounts, and whenever the securities depository requests the City and the Registrar to do so, the City and the 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 Bonds, or (ii) to make available Bonds registered in whatever name or names the Beneficial Owner registering ownership transferring or exchanging such 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 Owner that they be able to obtain printed Bonds, the City may so notify the securities depository and the Registrar, whereupon the securities depository shall notify the Beneficial Owners of the availability through the securities depository of such printed Bonds. In such event, the City shall cause to be prepared and the Registrar shall issue, transfer and exchange the printed Bonds fully executed and authenticated, as requested by the securities depository in appropriate amounts and, whenever the securities depository requests, the City and the Registrar shall cooperate with the securities depository in taking appropriate action after reasonable notice to make available printed Bonds registered on the Bond Register in whatever name or names the Beneficial Owners entitled to receive 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 Bond is registered in the name of a securities depository or its nominee, all payments of principal and interest on the Bond and all notices with respect to the Bond shall be made and given, respectively, to the securities depository.

(f) In the event that the Book-Entry Only System established pursuant to this Section is discontinued, except as provided in clause (g), the 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 Bonds as provided in Section 2.03. 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 Registrar in terminating all arrangements for the issuance of documents evidencing ownership interests in the Bonds through the securities depository. Nothing herein shall affect the securities depository's rights under clause (e) above.

Section 3. 2012C Recreational Facility Construction Fund. Proceeds of the Bonds shall be deposited in a separate Series 2012C General Obligation Recreational Facility Bond Construction Fund (the "Construction Fund") which shall be created and maintained on the books of the City as a separate account. The Construction Fund shall be used solely to defray expenses of the Project and of costs of issuance of the Bonds. Upon completion and payment of all costs of the Project, any amounts remaining in the Construction Fund shall be credited and paid to the Bond Fund created pursuant to Section 4 hereof.

Section 4. Bond Fund.

4.01. 2012C Recreational Facility Bond Fund. The Recreational Facilities Bonds shall be payable from a separate General Obligation Recreational Facilities Bonds, Series 2012C Bond Fund (the "Bond Fund"), which the City agrees to maintain until the Bonds have been paid in full. If the moneys in the Bond Fund should at any time be insufficient to pay principal and interest due on the Bonds, such amounts shall be paid from other moneys on hand in other funds of the City, which other funds shall be reimbursed therefor when sufficient moneys become available in the Bond Fund. There shall be credited to the Bond Fund the following:

(a) All collections of any taxes levied for the payment of the principal of or interest on the Bonds, and all other money which may at any time be received for or appropriated to the payment of the principal of or interest on the Bonds, including the Net Revenues herein pledged and appropriated to the Bond Fund.

(b) The sum of \$ _____ from Net Revenues, which amount shall be credited to a separate subaccount in the Bond Fund as a reserve for the Bonds as required by the Act, and which amounts equal the average annual amount of principal and interest to become due on the Bonds and is required to be deposited therein pursuant to the Act.

(c) Any other funds appropriated by the City for the payment of the Bonds.

4.02. Pledge of Net Revenues. The Net Revenues are hereby irrevocably pledged and appropriated to the payment of the Bonds and interest thereon when due and the maintenance of the reserve account required by the Act. The pledge of the Net Revenues to the payment of the Bonds and maintenance of the reserve account is on a parity with the pledge of the Net Revenues to the payment of the Outstanding Recreational Facilities Bonds. Nothing herein shall preclude the City from hereafter making further pledges and appropriations of the Net Revenues for

payment of additional obligations of the City hereafter authorized if the Council determines before the authorization of such additional obligations that the estimated Net Revenues will be sufficient, together with any other sources pledged to the payment of the Bonds, the Outstanding Recreational Facilities Bonds and additional obligations, for payment of the Bonds, the Outstanding Recreational Facilities Bonds and such additional obligations. Such further pledges and appropriations of Net Revenues may be made superior or subordinate to, or on a parity with, the pledge and appropriation herein made.

Section 5. Pledge of Taxing Powers. For the prompt and full payment of the principal of and interest on the Bonds as such payments respectively become due, the full faith, credit and unlimited taxing powers of the City shall be and are hereby irrevocably pledged. It is, however, presently estimated that the funds appropriated pursuant to Section 4 hereof will provide sums not less than 5% in excess of principal and interest on the Bonds when due, and therefore no tax levy is presently required.

Section 6. Defeasance. When all of the Bonds have been discharged as provided in this section, all pledges, covenants and other rights granted by this resolution to the holders of the Bonds shall cease. The City may discharge its obligations with respect to any Bonds which are due on any date by depositing with the Registrar on or before that date a sum sufficient for the payment thereof in full; or, if any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued from the due date to the date of such deposit. The City may also discharge its obligations with respect to any prepayable Bonds called for redemption on any date when they are prepayable according to their terms, by depositing with the Registrar on or before that date an amount equal to the principal, interest and redemption premium, if any, which are then due, provided that notice of such redemption has been duly given as provided herein. The City may also at any time discharge its obligations with respect to any Bonds, subject to the provisions of law now or hereafter authorizing and regulating such action, by depositing irrevocably in escrow, with a bank qualified by law as an escrow agent for this purpose, cash or securities which are authorized by law to be so deposited, bearing interest payable at such time and at such rates and maturing or callable at the holder's option on such dates as shall be required to pay all principal, interest and redemption premiums to become due thereon to maturity or said redemption date.

Section 7. County Auditor Registration, Certification of Proceedings, Investment of Money, Arbitrage and Official Statement.

7.01. County Auditor Registration. The City Clerk is hereby authorized and directed to file a certified copy of this Resolution with the County Auditor of Hennepin County, together with such other information as the County Auditor shall require, and to obtain from said County Auditor a certificate that the Bonds have been entered on his bond register as required by law.

7.02. Certification of Proceedings. The officers of the City and the County Auditor of Hennepin County are hereby authorized and directed to prepare and furnish to the Purchaser and to Dorsey & Whitney LLP, Bond Counsel to the City, certified copies of all

proceedings and records of the City, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Bonds as the same appear from the books and records under their custody and control or as otherwise known to them, and all such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the City as to the facts recited therein.

7.03. Covenant. The City covenants and agrees with the registered owners of the Bonds, that it will not take, or permit to be taken by any of its officers, employees or agents, any action which would cause the interest payable on the Bonds to become subject to taxation under the Internal Revenue Code of 1986, as amended (the "Code") and Regulations promulgated thereunder (the "Regulations") as are enacted or promulgated and in effect on the date of issuance of the Bonds, and covenants to take any and all actions within its powers to ensure that the interest on the Bonds will not become includable in gross income of the recipient under the Code and the Regulations. The facilities financed by the Bonds shall at all times during the term of the Bonds be owned and maintained by the City and the City shall not enter into any lease, use agreement, management agreement, capacity agreement or other agreement or contract with any nongovernmental person relating to the use of the facilities financed by the Bonds, or security for the payment of the Bonds which might cause the Bonds to be considered "private activity bonds" or "private loan bonds" pursuant to Section 141 of the Code.

7.04. Arbitrage Certification. The Mayor and the City Manager, being the officers of the City charged with the responsibility for issuing the Bonds pursuant to this resolution, are authorized and directed to execute and deliver to the Purchaser a certification in accordance with the provisions of Section 148 of the Code, and the Regulations, stating the facts, estimates and circumstances in existence on the date of issue and delivery of the Bonds which make it reasonable to expect that the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be arbitrage bonds within the meaning of the Code and Regulations.

7.05. Arbitrage Rebate. The City shall take such actions as are required to comply with the arbitrage rebate requirements of paragraphs (2) and (3) of Section 148(f) of the Code.

7.06. Official Statement. The Official Statement relating to the Bonds, dated October 4, 2012, prepared and distributed on behalf of the City by Ehlers and Associates, Inc., is hereby approved. Ehlers and Associates, Inc. is hereby authorized of behalf of the City to prepare and distribute to the Purchaser a supplement to the Official Statement listing the offering price, the interest rates, other information relating to the Bonds required to be included in the Official Statement by Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. Within seven business days from the date hereof, the City shall deliver to the Purchaser a reasonable number of copies of the Official Statement and such supplement. The officers of the City are hereby authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

Section 8. Continuing Disclosure.

(a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit the original purchaser and other participating underwriters in the primary offering of the Bonds to comply with amendments to Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12), relating to continuing disclosure (as in effect and interpreted from time to time, the "Rule"), which will enhance the marketability of the Bonds, the City hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Bonds (as hereinafter defined). The City is the only "obligated person" in respect of the Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made.

If the City fails to comply with any provisions of this Section 9, any person aggrieved thereby, including the Owners of any Outstanding Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this Section 9, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this Section 9 constitute a default under the Bonds or under any other provision of this resolution.

As used in this Section 9, "Owner" or "Bondowner" means, in respect of a Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any "Beneficial Owner" (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, "Beneficial Owner" means, in respect of a Bond, any person or entity which (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Bond (including persons or entities holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Bond for federal income tax purposes. As used herein, "Outstanding" means when used with reference to Bonds means all Bonds which have been issued and authenticated by the Registrar except (i) Bonds which have been paid in full (ii) Bonds which have been cancelled by the Registrar or surrendered to the Registrar for cancellation and (iii) Bonds which have been discharged as provided in Section 6 hereof.

(b) Information To Be Disclosed. The City will provide, in the manner set forth in subsection (c) hereof, either directly or indirectly through an agent designated by the City, the following information at the following times:

(1) on or before 365 days after the end of each fiscal year of the City, commencing with the fiscal year ending December 31, 2013 the following financial information and operating data in respect of the City (the "Disclosure Information"):

(A) the audited financial statements of the City for such fiscal year, prepared in accordance with generally accepted accounting principles in

accordance with the governmental accounting standards promulgated by the Governmental Accounting Standards Board or as otherwise provided under Minnesota law, as in effect from time to time, or, if and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles for reasons beyond the reasonable control of the City, noting the discrepancies therefrom and the effect thereof, and certified as to accuracy and completeness in all material respects by the fiscal officer of the City; and

(B) To the extent not included in the financial statements referred to in paragraph (A) hereof, the information for such fiscal year or for the period most recently available of the type set forth below, which information may be unaudited, but is to be certified as to accuracy and completeness in all material respects by the fiscal officer of the City, to the best of his or her knowledge, which certification may be based on the reliability of information obtained from governmental or other third party sources:

Current Property Valuations; Direct Debt; Tax Levies and Collections; Population Trend; Employment/Unemployment.

Notwithstanding the foregoing paragraph, if the audited financial statements are not available by the date specified, the City shall provide on or before such date unaudited financial statements in the format required for the audited financial statements as part of the Disclosure Information and, within 10 days after the receipt thereof, the City shall provide the audited financial statements.

Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been submitted to each of the repositories hereinafter referred to under subsection (b) or the SEC. If the document incorporated by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The City shall clearly identify in the Disclosure Information each document so incorporated by reference.

If any part of the Disclosure Information can no longer be generated because the operations of the City have materially changed or been discontinued, such Disclosure Information need no longer be provided if the City includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other City operations in respect of which data is not included in the Disclosure Information and the City determines that certain specified data regarding such replacement operations would be a Material Fact (as defined in paragraph (2) of this subsection (b)), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations.

If the Disclosure Information is changed or this Section 9 is amended as permitted by this paragraph (1) or subsection (d), then the City shall include in the next Disclosure

Information to be delivered hereunder, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

(2) In a timely manner not in excess of 10 business days after the occurrence of the event, notice of any of the following events with respect to the Bonds:

- (A) Principal and interest payment delinquencies;
- (B) Non-payment related defaults, if material;
- (C) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (D) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (E) Substitution of credit or liquidity providers, or their failure to perform;
- (F) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
- (G) Modifications to rights of security holders;
- (H) Bond calls (other than scheduled mandatory redemptions, if material, and tender offers);
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the securities, if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership or a similar event with respect to the City;
- (M) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material and
- (N) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(3) In a timely manner, notice of the occurrence of any of the following events or conditions:

(A) the failure of the City to provide the Disclosure Information required under paragraph (1) of this subsection (b) at the time specified thereunder;

(B) the amendment or supplementing of this Section 9 pursuant to subsection (d), together with a copy of such amendment or supplement and any explanation provided by the City under paragraph (2) of subsection (d);

(C) the termination of the obligations of the City under this Section 9 pursuant to subsection (d);

(D) any change in the accounting principles pursuant to which the financial statements constituting a portion of the Disclosure Information are prepared; and

(E) any change in the fiscal year of the City.

(c) Manner of Disclosure. The City agrees to make available the information described in subsection (b) as follows:

(1) The City agrees to make available to the MSRB, in an electronic format as prescribed by the MSRB from time to time, the information described in subsection (b).

(2) All documents provided to the MSRB pursuant to this subsection (c) shall be accompanied by identifying information as prescribed by the MSRB from time to time.

(d) Term; Amendments; Interpretation.

(1) The covenants of the City in this Section 9 shall remain in effect so long as any Bonds are Outstanding. Notwithstanding the preceding sentence, however, the obligations of the City under this Section 9 shall terminate and be without further effect as of any date on which the City delivers to the Registrar an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the City to comply with the requirements of this Section 9 will not cause participating underwriters in the primary offering of the Bonds to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successory thereto or amendatory thereof.

(2) This Section 9 (and the form and requirements of the Disclosure Information) may be amended or supplemented by the City from time to time, without notice to (except as provided in paragraph (3) of subsection (b)) or the consent of the Owners of any Bonds, by a resolution of this Council filed in the office of the recording officer of the City accompanied by an opinion of Bond Counsel, who may rely on certificates of the City and others and the opinion may be subject to customary qualifications, to the effect that: (i) such amendment or supplement

(a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the City or the type of operations conducted by the City, or (b) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule; (ii) this Section 9 as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of the Rule at the time of the primary offering of the Bonds, giving effect to any change in circumstances applicable under clause (i)(a) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (iii) such amendment or supplement does not materially impair the interests of the Bondowners under the Rule.

If the Disclosure Information is so amended, the City agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

(3) This Section 9 is entered into to comply with the continuing disclosure provisions of the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

Section 9. Authorization of Payment of Certain Costs of Issuance of the Bonds.

The City authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Klein Bank, on the closing date for further distribution as directed by the City's financial advisor, Ehlers & Associates, Inc.

Adopted this 16th day of October, 2012.

Mayor

Attest: _____
City Clerk

The motion for the adoption of the foregoing resolution was duly seconded by Councilmember _____ and upon vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution was declared duly passed and adopted.

COUNTY AUDITOR'S CERTIFICATE
AS TO REGISTRATION AND TAX LEVY

The undersigned, being the duly qualified and acting County Auditor of Hennepin County, Minnesota, hereby certifies that there has been filed in my office a certified copy of a resolution duly adopted on October 16, 2012, by the City Council of the City of Edina, Minnesota, setting forth the form and details of an issue of \$2,115,000 General Obligation Bonds, Series 2012C, dated as of November 15, 2012.

I further certify that said Bonds have been entered on my bond register and the tax required by law for payment of the Bonds has been levied and filed, as required by Minnesota Statutes, Sections 475.61 to 475.63.

WITNESS my hand and official seal this _____ day of _____, 2012.

County Auditor

(SEAL)