

MINUTES
MAPLEWOOD CITY COUNCIL
7:00 p.m., Thursday, November 14, 2013
Council Chambers, City Hall
Meeting No. 20-13

A. CALL TO ORDER

A meeting of the City Council was held in the City Hall Council Chambers and was called to order at 7:00 p.m. by Mayor Rossbach.

B. PLEDGE OF ALLEGIANCE

C. ROLL CALL

Will Rossbach, Mayor	Present
Robert Cardinal, Councilmember	Present
Rebecca Cave, Councilmember	Present
Kathleen Juenemann, Councilmember	Present
Marvin Koppen, Councilmember	Present

D. APPROVAL OF AGENDA

N1 Video on Demand for Cities
N2 Disability Forum
N3 Election Comment
N4 Parks System Plan Task Force
N5 Pension Costs

Councilmember Juenemann moved to approve the agenda as amended.

Seconded by Councilmember Koppen Ayes – All

The motion passed.

E. APPROVAL OF MINUTES

1. Approval of October 28, 2013 City Council Workshop Minutes

Councilmember Juenemann moved to approve the October 28, 2013 City Council Workshop Minutes as submitted.

Seconded by Councilmember Koppen Ayes – All

The motion passed.

2. Approval of October 28, 2013 City Council Meeting Minutes

Councilmember Juenemann noted that item N1 need to be changed to indicate the School District 623 and 624 both had a school board election and referendum question on the ballot.

Councilmember Koppen moved to approve the October 28, 2013 City Council Meeting Minutes as amended.

Seconded by Mayor Rossbach

Ayes – All

The motion passed.

F. APPOINTMENTS AND PRESENTATIONS

1. Approval of a Proclamation Establishing November 15, 2013, as America Recycles Day in Maplewood

Mayor Rossbach read the proclamation establishing November 15, 2013 as America Recycles Day.

Councilmember Juenemann moved to approve the Proclamation Establishing November 15, 2013 as America Recycles Day.

Proclamation by the Mayor of Maplewood Establishing
November 15, 2013 as America Recycles Day

Whereas, Maplewood recognizes the importance of protecting and preserving our natural resources and adopting conscientious habits that will improve our daily lives and bring about a cleaner, safer, and more sustainable environment; and

Whereas, although Maplewood residents have a high participation rate in the City's recycling program, we must also continue to focus on other initiatives such as waste reduction, composting, the reuse of products and materials, and purchasing recycled products; and

Whereas, by encouraging businesses, state agencies, nonprofit organizations, schools and individuals to celebrate America Recycles Day 2013, we can further promote recycling as an environmentally efficient and economically smart habit; and

Whereas, state and community leaders can help encourage recycling by informing citizens about local recycling options, they can also help foster greater awareness of the need to expand collections programs by promoting the benefits of recycling investments for businesses; and

Whereas, it is important that all Maplewood citizens become involved in recycling activities and learn more about the many recycled and recyclable products available to them as consumers; it is also fitting for Maplewood to celebrate America Recycles Day 2013 and take action by educating citizens about the recycling options available in our community;

Now, therefore, I Mayor Rossbach, do hereby recognize November 15, 2013 as America Recycles Day.

Seconded by Councilmember Koppen

Ayes – All

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

1. Approval of Claims

Councilmember Juenemann moved to approve the Approval of Claims.

ACCOUNTS PAYABLE:

\$ 323,403.52	Checks # 90935 thru # 90975 dated 10/15/13 thru 10/22/13
\$ 277,349.68	Disbursements via debits to checking account dated 10/21/13 thru 10/25/13
\$ 1,086,482.21	Checks # 90976 thru # 91025 dated 10/23/13 thru 10/29/13
\$ 381,987.44	Disbursements via debits to checking account dated 10/28/13 thru 11/01/13
<hr/>	
\$ 2,069,222.85	Total Accounts Payable

PAYROLL

\$ 512,649.08	Payroll Checks and Direct Deposits dated 10/25/13
\$ 821.50	Payroll Deduction check # 9989622 thru # 9989623 dated 10/25/13
<hr/>	
\$ 513,470.58	Total Payroll
<hr/>	
<u>\$ 2,582,693.43</u>	GRAND TOTAL

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

2. Approval of Resolution Certifying Special Assessments for Unpaid Ambulance Bills

Councilmember Juenemann moved to approve the resolution to certify \$17,674.53 of unpaid ambulance bills for collection with 2014 property taxes which includes interest at the rate of ten percent on the total amount for one year.

Resolution 13-11-998

RESOLVED, that the City Clerk is hereby authorized and directed to certify to the Auditor of Ramsey County the following ambulance bills totaling \$17,674.53 for collection with the taxes of said property owner for the year 2013, collectible in 2014, which included interest at the rate of ten percent (10%) on the total amount for one year.

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

3. Approval of Resolution Certifying Special Assessments for Unpaid Miscellaneous Charges

Councilmember Juenemann moved to approve the resolution to certify \$23,622.34 of unpaid miscellaneous charges for collection with 2014 property taxes which includes interest at the rate of ten percent on the total amount for one year.

Resolution 13-11-999

Resolved, that the City Clerk is hereby authorized and directed to certify to the Auditor of Ramsey County the following miscellaneous charges totaling \$23,622.34 for collection with the taxes of said property owner for the year 2013, collectible in 2014, which included interest at the rate of ten percent (10%) on the total amount for one year.

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

4. Approval of Resolution Certifying Special Assessments for Unpaid Trash Bills

Councilmember Juenemann moved to approve the resolution to certify \$45,672.18 of unpaid trash bills for collection with 2014 property taxes which includes interest at the rate of ten percent on the total amount for one year.

Resolution 13-11-1000

Resolved, that the City Clerk is hereby authorized and directed to certify to the Auditor of Ramsey County the following trash bills totaling \$45,672.18 for collection with the taxes of said property owner for the year 2013, collectible in 2014, which included interest at the rate of ten percent (10%) on the total amount for one year.

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

5. Approval of 2013 Budget Adjustments and Transfers to Close TIF Funds

Councilmember Juenemann moved to approve a transfer of \$1,008.44 from fund 426 (TIF 1-5) to fund 438 (TIF 1-9) and a transfer of \$10,448.98 from fund 426 (TIF 1-5) to fund 414 (TIF 1-2); and direct the Finance Director to make the appropriate budget adjustments.

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

A. WHEREAS, the City Council of the City of Maplewood, Minnesota (the "City"), hereby determines and declares that it is necessary and expedient to provide moneys for:

1. a current refunding of the City's \$2,940,000 original principal amount of General Obligation Refunding Bonds, Series 2004A, dated April 1, 2004 (the "Prior 2004A Bonds"); and
2. a crossover advance refunding of the City's \$13,010,000 General Obligation Improvement Bonds, Series 2004B, dated August 1, 2004 (the "Prior 2004B Improvement Bonds" and together with the Prior 2004A Bonds, the "Prior Bonds"); and

B. WHEREAS, the Prior 2004A Bonds are callable on February 1, 2014 and on any date thereafter, at a price of par plus accrued interest, as provided in the Resolution adopted by the City Council on March 18, 2004 (the "Prior 2004A Bonds Resolution"), authorizing the issuance of the Prior 2004A Bonds; and

C. WHEREAS, \$1,905,000 of the principal amount of the Prior 2004B Improvement Bonds which matures or are subject to mandatory redemption on and after August 1, 2016, is callable on August 1, 2015 and any date thereafter, at a price of par plus accrued interest, as provided in the resolution, adopted by the City Council on July 22, 2004, authorizing the issuance of the Prior 2004B Improvement Bonds (the "Prior 2004B Improvement Bonds Resolution" and together with the Prior 2004A Bonds Resolution, the "Prior Resolutions"); and

D. WHEREAS, the current refunding on February 1, 2014 (the "Call Date") of \$1,755,000 aggregate prior amount of the Prior 2004A Bonds maturing on and after February 1, 2015 (the "Refunded 2004A Bonds"); and the partial crossover advance refunding on August 1, 2015 (the "Crossover Date") of the Prior 2004B Improvement Bonds maturing on and after August 1, 2018 (the "Refunded 2004B Improvement Bonds" and, together with the Refunded 2004A Bonds, the "Refunded Bonds"), is consistent with covenants made with the holders thereof, and is necessary and desirable for the reduction of debt service cost to the City; and

E. WHEREAS, the City Council hereby determines and declares that it is necessary and expedient to issue \$3,700,000 General Obligation Refunding Bonds, Series 2013B (the "Bonds" or individually, a "Bond"), pursuant to Minnesota Statutes, Chapter 475, to provide moneys for i. a current refunding of the Refunded 2004A Bonds; and ii. a partial crossover advance refunding of the Refunded 2004B Improvement Bonds; and

F. WHEREAS, it is in the best interests of the City that the Bonds be issued in book-entry form as hereinafter provided; and

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Maplewood, Minnesota, as follows:

(a) Acceptance of Proposal. The proposal of Raymond James & Associates, Inc., Memphis, Tennessee (the "Purchaser"), to purchase the Bonds, in accordance with

the Terms of Proposal established for the Bonds, at the rates of interest hereinafter set forth, and to pay therefor the sum of \$3,772,735.94, plus interest accrued to settlement, is hereby found, determined and declared to be the most favorable proposal received, is hereby accepted and the Bonds are hereby awarded to the Purchaser. The City Clerk is directed to retain the deposit of the Purchaser and to forthwith return to the unsuccessful bidders any good faith checks or drafts.

2. Bond Terms.

(a) Original Issue Date; Denominations; Maturities. The Bonds shall dated as of the date of delivery, as the date of original issue, shall be issued forthwith on or after such date in fully registered form, shall be numbered from R-1 upward in the denomination of \$5,000 each or in any integral multiple thereof of a single maturity (the "Authorized Denominations") and shall mature, without option of prepayment, on August 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>
2015	\$250,000
2016	270,000
2017	260,000
2018	530,000
2019	935,000
2020	430,000
2021	440,000
2022	190,000
2023	195,000
2024	200,000

As may be requested by the Purchaser, one or more term Bonds may be issued having mandatory sinking fund redemption and final maturity amounts conforming to the foregoing principal repayment schedule, and corresponding additions may be made to the provisions of the applicable Bond(s).

(b) Book Entry Only System. The Depository Trust Company, a limited purpose trust company organized under the laws of the State of New York or any of its successors or its successors to its functions hereunder (the "Depository") will act as securities depository for the Bonds, and to this end:

(i) The Bonds shall be initially issued and, so long as they remain in book entry form only (the "Book Entry Only Period"), shall at all times be in the form of a separate single fully registered Bond for each maturity of the Bonds; and for purposes of complying with this requirement under paragraphs 6 and 11 Authorized Denominations for any Bond shall be deemed to be limited during the Book Entry Only Period to the outstanding principal amount of that Bond.

(ii) Upon initial issuance, ownership of the Bonds shall be registered in a bond register maintained by the Bond Registrar (as hereinafter defined) in the name of CEDE & CO., as the nominee (it or any nominee of the existing or a successor Depository, the "Nominee").

(iii) With respect to the Bonds neither the City nor the Bond Registrar shall have any responsibility or obligation to any broker, dealer, bank, or any other financial institution for which the Depository holds Bonds as securities depository (the "Participant") or the person for which a Participant holds an interest in the Bonds shown on the books and records of the Participant (the "Beneficial Owner"). Without limiting the immediately preceding sentence, neither the City, nor the Bond Registrar, shall have any such responsibility or obligation with respect to (A) the accuracy of the records of the Depository, the Nominee or any Participant with respect to any ownership interest in the Bonds, or (B) the delivery to any Participant, any Owner or any other person, other than the Depository, of any notice with respect to the Bonds, including any notice of redemption, or (C) the payment to any Participant, any Beneficial Owner or any other person, other than the Depository, of any amount with respect to the principal of or premium, if any, or interest on the Bonds, or (D) the consent given or other action taken by the Depository as the Registered Holder of any Bonds (the "Holder"). For purposes of securing the vote or consent of any Holder under this Resolution, the City may, however, rely upon an omnibus proxy under which the Depository assigns its consenting or voting rights to certain Participants to whose accounts the Bonds are credited on the record date identified in a listing attached to the omnibus proxy.

(iv) The City and the Bond Registrar may treat as and deem the Depository to be the absolute owner of the Bonds for the purpose of payment of the principal of and premium, if any, and interest on the Bonds, for the purpose of giving notices of redemption and other matters with respect to the Bonds, for the purpose of obtaining any consent or other action to be taken by Holders for the purpose of registering transfers with respect to such Bonds, and for all purpose whatsoever. The Bond Registrar, as paying agent hereunder, shall pay all principal of and premium, if any, and interest on the Bonds only to the Holder or the Holders of the Bonds as shown on the bond register, and all such payments shall be valid and effective to fully satisfy and discharge the City's obligations with respect to the principal of and premium, if any, and interest on the Bonds to the extent of the sum or sums so paid.

(v) Upon delivery by the Depository to the Bond Registrar of written notice to the effect that the Depository has determined to substitute a new Nominee in place of the existing Nominee, and subject to the transfer provisions in paragraph 11, references to the Nominee hereunder shall refer to such new Nominee.

(vi) So long as any Bond is registered in the name of a Nominee, all payments with respect to the principal of and premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, by the Bond Registrar or City, as the case may be, to the Depository as provided in the Letter of Representations to the Depository required by the Depository as a condition to its acting as book-entry Depository for the Bonds (said Letter of Representations, together with any replacement thereof or amendment or substitute thereto, including any standard procedures or policies referenced therein or applicable thereto respecting the procedures and other matters relating to the Depository's role as book-entry Depository for the

Bonds, collectively hereinafter referred to as the "Letter of Representations").

(vii) All transfers of beneficial ownership interests in each Bond issued in book-entry form shall be limited in principal amount to Authorized Denominations and shall be effected by procedures by the Depository with the Participants for recording and transferring the ownership of beneficial interests in such Bonds.

(viii) In connection with any notice or other communication to be provided to the Holders pursuant to this Resolution by the City or Bond Registrar with respect to any consent or other action to be taken by Holders, the Depository shall consider the date of receipt of notice requesting such consent or other action as the record date for such consent or other action; provided, that the City or the Bond Registrar may establish a special record date for such consent or other action. The City or the Bond Registrar shall, to the extent possible, give the Depository notice of such special record date not less than 15 calendar days in advance of such special record date to the extent possible.

(ix) Any successor Bond Registrar in its written acceptance of its duties under this Resolution and any paying agency/bond registrar agreement, shall agree to take any actions necessary from time to time to comply with the requirements of the Letter of Representations.

(x) In the case of a partial prepayment of a Bond, the Holder may, in lieu of surrendering the Bonds for a Bond of a lesser denomination as provided in paragraph 6 hereof, make a notation of the reduction in principal amount on the panel provided on the Bond stating the amount so redeemed.

(c) Termination of Book-Entry Only System. Discontinuance of a particular Depository's services and termination of the book-entry only system may be effected as follows:

(i) The Depository may determine to discontinue providing its services with respect to the Bonds at any time by giving written notice to the City and discharging its responsibilities with respect thereto under applicable law. The City may terminate the services of the Depository with respect to the Bond if it determines that the Depository is no longer able to carry out its functions as securities depository or the continuation of the system of book-entry transfers through the Depository is not in the best interests of the City or the Beneficial Owners.

(ii) Upon termination of the services of the Depository as provided in the preceding paragraph, and if no substitute securities depository is willing to undertake the functions of the Depository hereunder can be found which, in the opinion of the City, is willing and able to assume such functions upon reasonable or customary terms, or if the City determines that it is in the best interests of the City or the Beneficial Owners of the Bond that the Beneficial Owners be able to obtain certificates for the Bonds, the Bonds shall no longer be registered as being registered in the bond register in the name of the Nominee, but may be registered in whatever name or names the Holder of the Bonds shall designate at that time, in accordance with paragraph 11. To the extent that the Beneficial

Owners are designated as the transferee by the Holders, in accordance with paragraph 11, the Bonds will be delivered to the Beneficial Owners.

(iii) Nothing in this subparagraph (c) shall limit or restrict the provisions of paragraph 11.

(d) Letter of Representations. The provisions in the Letter of Representations are incorporated herein by reference and made a part of the resolution, and if and to the extent any such provisions are inconsistent with the other provisions of this resolution, the provisions in the Letter of Representations shall control.

3. Allocation of Bonds to Prior 2004A Bonds and Prior 2004B Improvement Bonds; Allocation of Prepayments to Portions of Debt Service. The aggregate principal amount of \$1,735,000 maturing in each of the years and amounts hereinafter set forth are issued to refund the Prior 2004A Bonds (the "Prior 2004A Bonds Refunding Portion"). The aggregate principal amount of \$1,965,000 maturing in each of the years and amounts hereinafter set forth are issued to refund the Prior 2004B Improvement Bonds (the "Prior 2004B Improvement Bonds Refunding Portion"):

<u>Year</u>	<u>Prior 2004A Bonds Refunding Portion</u>	<u>Prior 2004B Improvement Bonds Refunding Portion</u>
2015	\$250,000	
2016	250,000	\$ 20,000
2017	240,000	20,000
2018	245,000	285,000
2019	250,000	685,000
2020	245,000	185,000
2021	255,000	185,000
2022		190,000
2023		195,000
2024		200,000

The Prior 2004A Bonds Refunding Portion is further allocated as follows:

<u>Year</u>	<u>Special Assessment and Tax Levy Refunding Portion</u>	<u>Tax Levy Refunding Portion</u>
2015	\$20,000	\$230,000
2016	20,000	230,000
2017		240,000
2018		245,000

2019	250,000
2020	245,000
2021	255,000
2022	
2023	
2024	

4. Purpose; Refunding Findings. The Bonds shall provide funds for (i) current refunding of the Refunded 2004A Bonds (the "Current Refunding") and (ii) a partial crossover advance refunding of the Refunded 2004B Improvement Bonds (the "Crossover Refunding" and, together with the Current Refunding, the "Refundings"). It is hereby found, determined and declared that the Refundings are pursuant to Minnesota Statutes, Section 475.67.

With respect to the Refunded 2004B Improvement Bonds, as of the Crossover Date there shall result a reduction in the present value of the dollar amount of the debt service to the City from a total dollar amount of \$6,652,200.00 for the Prior 2004B Improvement Bonds to a total dollar amount of \$6,481,812.50 for the Prior 2004B Improvement Bonds Refunding Portion of the Bonds computed in accordance with the provisions of Minnesota Statutes, Section 475.67, Subdivision 12. The dollar amount of such present value of the debt service for the Prior 2004B Improvement Bonds Refunding Portion of the Bonds is lower by at least three percent than the dollar amount of such present value of the debt service for the Prior 2004B Improvement Bonds as required by Minnesota Statutes, Section 475.67, Subdivision 12.

5. Interest. The Bonds shall bear interest payable semiannually on February 1 and August 1 of each year (each, an "Interest Payment Date"), commencing August 1, 2014, calculated on the basis of a 360-day year of twelve 30-day months, at the respective rates per annum set forth opposite the maturity years as follows:

<u>Maturity Year</u>	<u>Interest Rate</u>
2015	2.000%
2016	2.000
2017	2.000
2018	2.000
2019	2.000
2020	2.000
2021	2.500
2022	2.500
2023	2.500
2024	2.500

6. No Redemption. The Bonds shall not be subject to redemption and prepayment prior to their stated maturity date.

7. Bond Registrar. U.S. Bank National Association, in St. Paul, Minnesota, is appointed to act as bond registrar and transfer agent with respect to the Bonds (the "Bond Registrar"), and shall do so unless and until a successor Bond Registrar is duly appointed, all pursuant to any contract the City and Bond Registrar shall execute which

is consistent herewith. The Bond Registrar shall also serve as paying agent unless and until a successor paying agent is duly appointed. Principal and interest on the Bonds shall be paid to the registered holders (or record holders) of the Bonds in the manner set forth in the form of Bond and paragraph 13.

8. Form of Bond. The Bonds, together with the Bond Registrar's Certificate of Authentication, the form of Assignment and the registration information thereon, shall be in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
RAMSEY COUNTY
CITY OF MAPLEWOOD

R-_____ \$_____

GENERAL OBLIGATION REFUNDING BOND, SERIES 2013B

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
	August 1,	_____, 2013	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The City of Maplewood, Ramsey County, Minnesota (the "Issuer"), certifies that it is indebted and for value received promises to pay to the registered owner specified above, or registered assigns, in the manner hereinafter set forth, the principal amount specified above, on the maturity date specified above, without option of prior payment, and to pay interest thereon semiannually on February 1 and August 1 of each year (each, an "Interest Payment Date"), commencing August 1, 2014, at the rate per annum specified above (calculated on the basis of a 360-day year of twelve 30-day months) until the principal sum is paid or has been provided for. This Bond will bear interest from the most recent Interest Payment Date to which interest has been paid or, if no interest has been paid, from the date of original issue hereof. The principal of and premium, if any, on this Bond are payable upon presentation and surrender hereof at the principal office of U.S. Bank National Association, in St. Paul, Minnesota (the "Bond Registrar"), acting as paying agent, or any successor paying agent duly appointed by the Issuer. Interest on this Bond will be paid on each Interest Payment Date by check or draft mailed to the person in whose name this Bond is registered (the "Holder" or "Bondholder") on the registration books of the Issuer maintained by the Bond Registrar and at the address appearing thereon at the close of business on the fifteenth day of the calendar month next preceding such Interest Payment Date (the "Regular Record Date"). Any interest not so timely paid shall cease to be payable to the person who is the Holder hereof as of the Regular Record Date, and shall be payable to the person who is the Holder hereof at the close of business on a date (the "Special Record Date") fixed by the Bond Registrar whenever money becomes available for payment of the defaulted interest. Notice of the Special Record Date shall be given to Bondholders not less than ten days prior to the Special Record Date. The principal of and premium, if any, and interest on this Bond are payable in lawful money of the United States of

America. So long as this Bond is registered in the name of the Depository or its Nominee as provided in the Resolution hereinafter described, and as those terms are defined therein, payment of principal of, premium, if any, and interest on this Bond and notice with respect thereto shall be made as provided in the Letter of Representations, as defined in the Resolution, and surrender of this Bond shall not be required for payment of the redemption price upon a partial redemption of this Bond. Until termination of the book-entry only system pursuant to the Resolution, Bonds may only be registered in the name of the Depository or its Nominee.

No Optional Redemption. The Bonds of this issue (the "Bonds") are not subject to redemption and prepayment prior to their stated maturity dates.

Issuance; Purpose; General Obligation. This Bond is one of an issue in the total principal amount of \$3,700,000 (the "Bonds"), all of like date of original issue and tenor, except as to number, maturity, interest rate, and denomination, issued pursuant to and in full conformity with the Constitution and laws of the State of Minnesota and pursuant to a resolution adopted by the City Council on November 14, 2013 (the "Resolution"), for the purpose of providing funds sufficient for current and crossover advance refunding of certain outstanding general obligation bonds of the Issuer. This Bond is payable out of the General Obligation Refunding Bonds, Series 2013B Fund established by the Issuer pursuant to the Resolution. This Bond constitutes a general obligation of the Issuer, and to provide moneys for the prompt and full payment of its principal, premium, if any, and interest when the same become due, the full faith and credit and taxing powers of the Issuer have been and are hereby irrevocably pledged.

Denominations; Exchange; Resolution. The Bonds are issuable solely in fully registered form in Authorized Denominations (as defined in the Resolution) and are exchangeable for fully registered Bonds of other Authorized Denominations in equal aggregate principal amounts at the principal office of the Bond Registrar, but only in the manner and subject to the limitations provided in the Resolution. Reference is hereby made to the Resolution for a description of the rights and duties of the Bond Registrar. Copies of the Resolution are on file in the principal office of the Bond Registrar.

Transfer. This Bond is transferable by the Holder in person or by the Holder's attorney duly authorized in writing at the principal office of the Bond Registrar upon presentation and surrender hereof to the Bond Registrar, all subject to the terms and conditions provided in the Resolution and to reasonable regulations of the Issuer contained in any agreement with the Bond Registrar. Thereupon the Issuer shall execute and the Bond Registrar shall authenticate and deliver, in exchange for this Bond, one or more new fully registered Bonds in the name of the transferee (but not registered in blank or to "bearer" or similar designation), of an Authorized Denomination or Denominations, in aggregate principal amount equal to the principal amount of this Bond, of the same maturity and bearing interest at the same rate.

Fees upon Transfer or Loss. The Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection with the transfer or exchange of this Bond and any legal or unusual costs regarding transfers and lost Bonds.

Treatment of Registered Owners. The Issuer and Bond Registrar may treat the person in whose name this Bond is registered as the owner hereof for the purpose of

receiving payment as herein provided and for all other purposes, whether or not this Bond shall be overdue, and neither the Issuer nor the Bond Registrar shall be affected by notice to the contrary.

Authentication. This Bond shall not be valid or become obligatory for any purpose or be entitled to any security unless the Certificate of Authentication hereon shall have been executed by the Bond Registrar.

Qualified Tax-Exempt Obligation. This Bond has been designated by the Issuer as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to happen and to be performed, precedent to and in the issuance of this Bond, have been done, have happened and have been performed, in regular and due form, time and manner as required by law, and that this Bond, together with all other debts of the Issuer outstanding on the date of original issue hereof and the date of its issuance and delivery to the original purchaser, does not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the City of Maplewood, Ramsey County, Minnesota, by its City Council has caused this Bond to be executed on its behalf by the facsimile signatures of its Mayor and its Clerk, the corporate seal of the Issuer having been intentionally omitted as permitted by law.

Date of Registration:

Registrable by: U.S. BANK NATIONAL ASSOCIATION
Payable at: U.S. BANK NATIONAL ASSOCIATION

BOND REGISTRAR'S
CERTIFICATE OF
AUTHENTICATION

CITY OF MAPLEWOOD,
RAMSEY COUNTY, MINNESOTA

This Bond is one of the Bonds described in the Resolution mentioned within.

/s/ Facsimile
Mayor

U.S. BANK NATIONAL ASSOCIATION
St. Paul, Minnesota
Bond Registrar

/s/ Facsimile
Clerk

By _____
Authorized Signature

ABBREVIATIONS

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:

entitled to any security or benefit under this resolution unless a Certificate of Authentication on such Bond, substantially in the form hereinabove set forth, shall have been duly executed by an authorized representative of the Bond Registrar. Certificates of Authentication on different Bonds need not be signed by the same person. The Bond Registrar shall authenticate the signatures of officers of the City on each Bond by execution of the Certificate of Authentication on the Bond and by inserting as the date of registration in the space provided the date on which the Bond is authenticated, except that for purposes of delivering the original Bonds to the Purchaser, the Bond Registrar shall insert as a date of registration the date of original issue of the date of delivery. The Certificate of Authentication so executed on each Bond shall be conclusive evidence that it has been authenticated and delivered under this resolution.

11. Registration; Transfer; Exchange. The City will cause to be kept at the principal office of the Bond Registrar a bond register in which, subject to such reasonable regulations as the Bond Registrar may prescribe, the Bond Registrar shall provide for the registration of Bonds and the registration of transfers of Bonds entitled to be registered or transferred as herein provided.

Upon surrender for transfer of any Bond at the principal office of the Bond Registrar, the City shall execute (if necessary), and the Bond Registrar shall authenticate, insert the date of registration (as provided in paragraph 10) of, and deliver, in the name of the designated transferee or transferees, one or more new Bonds of any Authorized Denomination or Denominations of a like aggregate principal amount, having the same stated maturity and interest rate, as requested by the transferor; provided, however, that no Bond may be registered in blank or in the name of "bearer" or similar designation.

At the option of the Holder, Bonds may be exchanged for Bonds of any Authorized Denomination or Denominations of a like aggregate principal amount and stated maturity, upon surrender of the Bonds to be exchanged at the principal office of the Bond Registrar. Whenever any Bonds are so surrendered for exchange, the City shall execute (if necessary), and the Bond Registrar shall authenticate, insert the date of registration of, and deliver the Bonds which the Holder making the exchange is entitled to receive.

All Bonds surrendered upon any exchange or transfer provided for in this resolution shall be promptly canceled by the Bond Registrar and thereafter disposed of as directed by the City.

All Bonds delivered in exchange for or upon transfer of Bonds shall be valid general obligations of the City evidencing the same debt, and entitled to the same benefits under this resolution, as the Bonds surrendered for such exchange or transfer. Every Bond presented or surrendered for transfer or exchange shall be duly endorsed or be accompanied by a written instrument of transfer, in form satisfactory to the Bond Registrar, duly executed by the Holder thereof or his, her or its attorney duly authorized in writing.

The Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection with the transfer or exchange of any Bond and any legal or unusual costs regarding transfers and lost Bonds.

Transfers shall also be subject to reasonable regulations of the City contained in

any agreement with the Bond Registrar, including regulations which permit the Bond Registrar to close its transfer books between record dates and payment dates. The Clerk is hereby authorized to negotiate and execute the terms of said agreement.

12. Rights Upon Transfer or Exchange. Each Bond delivered upon transfer of or in exchange for or in lieu of any other Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond.

13. Interest Payment; Record Date. Interest on any Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond is registered (the "Holder") on the registration books of the City maintained by the Bond Registrar and at the address appearing thereon at the close of business on the fifteenth day of the calendar month next preceding such Interest Payment Date (the "Regular Record Date"). Any such interest not so timely paid shall cease to be payable to the person who is the Holder thereof as of the Regular Record Date, and shall be payable to the person who is the Holder thereof at the close of business on a date (the "Special Record Date") fixed by the Bond Registrar whenever money becomes available for payment of the defaulted interest. Notice of the Special Record Date shall be given by the Bond Registrar to the Holders not less than ten days prior to the Special Record Date.

14. Treatment of Registered Owner. The City and Bond Registrar may treat the person in whose name any Bond is registered as the owner of such Bond for the purpose of receiving payment of principal of and premium, if any, and interest (subject to the payment provisions in paragraph 13) on, such Bond and for all other purposes whatsoever whether or not such Bond shall be overdue, and neither the City nor the Bond Registrar shall be affected by notice to the contrary.

15. Delivery; Application of Proceeds. The Bonds when so prepared and executed shall be delivered by the Finance Manager to the Purchaser upon receipt of the purchase price, and the Purchaser shall not be obliged to see to the proper application thereof.

16. Funds and Accounts. There is hereby created a special fund to be designated the "General Obligation Refunding Bonds, Series 2013B Fund" (the "Fund") to be administered and maintained by the Finance Manager as a bookkeeping account separate and apart from all other funds maintained in the official financial records of the City. In such records there shall be established accounts or accounts shall continue to be maintained as the case may be, of the Fund for the purposes and in the amounts as follows:

(a) Payment Account. Proceeds of the sale of the Prior 2004A Bonds Refunding Portion in the amount of \$1,755,000.00 shall be deposited in the Payment Account. On or prior to the Call Date, the Finance Manager shall transfer \$1,755,000.00 of the Prior 2004A Bonds Refunding Portion of the Bonds from the Payment Account to the paying agent for the Prior 2004A Bonds, which sum is sufficient, together with other funds on deposit in the debt service fund for the Refunded 2004A Bonds, to pay the principal and any accrued interest due on the Prior 2004A Bonds on the Call Date. Any monies remaining in the Payment Account after payment of the Refunded 2004A Bonds shall be transferred to the Debt Service Subaccount.

(b) Escrow Account. The Escrow Account is established for the Refunded 2004B Improvement Bonds and shall be maintained as an escrow account with U.S. Bank National Association (the "Escrow Agent"), in St. Paul, Minnesota, which is a suitable financial institution within or without the State. \$1,968,279.01 in proceeds of the sale of the Prior 2004B Improvement Bonds Refunding Portion of the Bonds shall be received by the Escrow Agent and applied to fund the Escrow Account or to pay costs of issuing the Bonds. \$46,629.04 in proceeds of the sale of the Prior 2004A Bonds Refunding Portion shall be received by the Escrow Agent to pay costs of issuing the Bonds. Proceeds of the Prior 2004B Improvement Bonds Refunding Portion and the Prior 2004A Bonds Refunding Portion of the Bonds not used to pay costs of issuance or any Bond proceeds returned to the City are hereby irrevocably pledged and appropriated to the Escrow Account, together with all investment earnings thereon. The Escrow Account shall be invested in securities maturing or callable at the option of the holder on such dates and bearing interest at such rates as shall be required to provide sufficient funds, together with any cash or other funds retained in the Escrow Account, (i) to pay when due the interest to accrue on the Prior 2004B Improvement Refunding Portion of the Bonds to and including the Crossover Date; and (ii) to pay when called for redemption on the Crossover Date, the principal amount of the Refunded 2004B Improvement Bonds. The Escrow Account shall be irrevocably appropriated to the payment of (i) all interest on the Prior 2004B Improvement Bonds Refunding Portion of the Bonds to and including the Crossover Date, and (ii) the principal of the Refunded 2004B Improvement Bonds due by reason of their call for redemption on the Crossover Date. The moneys in the Escrow Account shall be used solely for the purposes herein set forth and for no other purpose, except that any surplus in the Escrow Account may be remitted to the City, all in accordance with the Escrow Agreement, by and between the City and Escrow Agent (the "Escrow Agreement"), a form of which is on file in the office of the Finance Manager. Any moneys remitted to the City upon termination of the Escrow Agreement shall be deposited in the Debt Service Account.

(c) Debt Service Account. There shall be maintained the following separate subaccounts in the Debt Service Account to be designated the "Improvement Debt Service Subaccount" and the "Tax Levy Debt Service Subaccount". There are hereby irrevocably appropriated and pledged to, and there shall be credited to the separate subaccounts of the Debt Service Account:

(i) Improvement Debt Service Subaccount. To the Improvement Debt Service Subaccount there is hereby pledged and irrevocably appropriated and there shall be credited: (1) after the Crossover Date, all uncollected special assessments pledged to the payment of the Prior 2004B Improvement Bonds; (2) After the Call Date, all uncollected special assessments pledged to the payment of the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds; (3) a proportionate share of any accrued interest received upon delivery of the Bonds; (4) any collections of all taxes heretofore or hereafter levied for the payment of the Prior 2004B Improvement Bonds and interest thereon and for the payment of the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds and interest thereon which are not needed to pay the Prior 2004B Improvement Bonds as a result of the Crossover Refunding and not needed to pay the Prior 2004A Bonds as a result of the current refunding; (5) all investment earnings on funds in the Improvement Debt Service Subaccount; and (6) any balance remitted to the City upon the termination of the Escrow Agreement; (7) any and all other moneys which are properly available and are appropriated by

the governing body of the City to the Improvement Debt Service Subaccount. The amount of any surplus remaining in the Improvement Debt Service Subaccount when the Prior 2004B Improvement Bonds Refunding Portion of the Bonds and interest thereon are paid and when the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and interest thereon are paid shall be used consistent with Minnesota Statutes, Section 475.61, Subdivision 4. The moneys in the Improvement Debt Service Subaccount shall be used solely to pay the principal of and interest on the Prior 2004B Improvement Bonds Refunding Portion of the Bonds and the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Refunding Portion of the Bonds or any other bonds hereafter issued and made payable from the Fund.

(ii) Tax Levy Debt Service Subaccount. To the Tax Levy Debt Service Account there is hereby pledged and irrevocably appropriated and there shall be credited: (1) any collections of all taxes heretofore or hereafter levied or collected for the payment of the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and interest thereon which are not needed to pay the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds as a result of the current Refunding; (2) all investment earnings on funds held in the Tax Levy Debt Service Subaccount; and (3) any and all other moneys which are properly available and are appropriated by the governing body of the City to the Tax Levy Debt Service Subaccount. The Tax Levy Debt Service Subaccount shall be used solely to pay the principal and interest and any premiums for redemption of the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and any other general obligation bonds of the City hereafter issued by the City and made payable from said account as provided by law.

The moneys in the Debt Service Account shall be used solely to pay the principal of and interest on the Bonds or any other bonds hereafter issued and made payable from the Fund. No portion of the proceeds of the Bonds shall be used directly or indirectly to acquire higher yielding investments or to replace funds which were used directly or indirectly to acquire higher yielding investments, except (1) for a reasonable temporary period until such proceeds are needed for the purpose for which the Bonds were issued, and (2) in addition to the above, in an amount not greater than the lesser of five percent of the proceeds of the Bonds or \$100,000. To this effect, any proceeds of the Bonds and any sums from time to time held in the Fund (or any other City account which will be used to pay principal and interest to become due on the Bonds) in excess of amounts which under the applicable federal arbitrage regulations may be invested without regard as to yield shall not be invested in excess of the applicable yield restrictions imposed by the arbitrage regulations on such investments after taking into account any applicable "temporary periods" or "minor portion" made available under the federal arbitrage regulations. In addition, the proceeds of the Bonds and money in the Fund shall not be invested in obligations or deposits issued by, guaranteed by or insured by the United States or any agency or instrumentality thereof if and to the extent that such investment would cause the Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the federal Internal Revenue Code of 1986, as amended (the "Code").

17. Covenants Relating to the Prior 2004A Bonds Refunding Portion of the

Bonds and the Prior 2004B Improvement Bonds Refunding Portion.

(a) Special Assessments. The City has heretofore levied special assessments pursuant to the Prior 2004A Bonds Resolution, which were pledged to the payment of the principal and interest on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds and, after the Call Date, the uncollected special assessments for the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds are now pledged to the payment of principal and interest on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds. The City has heretofore levied special assessments pursuant to the Prior 2004B Improvement Bonds Resolution, which were pledged to the payment of the principal and interest on the Prior 2004B Improvement Refunding Portion of the Prior 2004B Improvement Bonds and, after the Crossover Date, the uncollected special assessments for the Prior 2004B Improvement Refunding Portion of the Bonds are now pledged to the payment of principal and interest on the Prior 2004B Improvement Bonds Refunding Portion of the Bonds. The special assessments are such that if collected in full they, together with estimated collections of taxes herein pledged for the payment of the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and Prior 2004B Improvement Bonds Refunding Portion of the Bonds, will produce at least five percent in excess of the amount needed to meet when due the principal and interest payments on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and the Prior 2004B Improvement Bonds Refunding Portion of the Bonds. The special assessments were levied as provided below, payable in equal, consecutive, annual installments, with general taxes for the years shown below and with interest on the declining balance of all such assessments at the rate shown opposite such years:

<u>Improvement Designations</u>	<u>Amounts</u>	<u>Interest Rate</u>	<u>Collection Years</u>
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See attached schedules

(b) Tax Levy; Coverage Test; Cancellation of Certain Tax Levies. To provide moneys for payment of the principal and interest on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and the Prior 2004B Improvement Bonds Refunding Portion of the Bonds, there is hereby levied upon all of the taxable property in the City a direct annual ad valorem tax which shall be spread upon the tax rolls and collected with and as part of other general property taxes in the City for the years and in the amounts as follows:

<u>Years of Tax Levy</u>	<u>Years of Tax Collection</u>	<u>Amounts</u>
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See attached schedule

The tax levies are such that if collected in full they, together with estimated collections of special assessments and any other revenues herein pledged for the payment of the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and Prior 2004B Improvement Bonds Refunding Portion of the Bonds, will produce at least five percent in excess of the amount needed to meet when due the principal and interest payments on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds

and the Prior 2004B Improvement Bonds Refunding Portion of the Bonds. The tax levies shall be irrevocable so long as any of the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and Prior 2004B Improvement Bonds Refunding Portion of the Bonds are outstanding and unpaid, provided that the City reserves the right and power to reduce the levies in the manner and to the extent permitted by Minnesota Statutes, Section 475.61, Subdivision 3.

Upon payment of the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds, the uncollected taxes levied in the Prior 2004A Bonds Resolution authorizing the issuance of the Prior 2004A Bonds which are not needed to pay the Prior 2004A Bonds as a result of the Current Refunding shall be canceled. Upon payment of the Prior 2004B Improvement Bonds, the uncollected taxes levied in the Prior 2004B Improvement Bonds Resolution authorizing the issuance of the Prior 2004B Improvement Bonds which are not needed to pay the Prior 2004B Improvement Bonds as a result of the Crossover Refunding shall be canceled.

(c) General Obligation Pledge. For the prompt and full payment of the principal and interest on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and the Prior 2004B Improvement Bonds Refunding Portion of the Bonds, as the same respectively become due, the full faith, credit and taxing powers of the City shall be and are hereby irrevocably pledged. If the balance in the Improvement Debt Service Subaccount is ever insufficient to pay all principal and interest then due on the Special Assessment and Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and Prior 2004B Improvement Bonds Refunding Portion of the Bonds and any other bonds payable therefrom, the deficiency shall be promptly paid out of any other funds of the City which are available for such purpose, and such other funds may be reimbursed with or without interest from the Improvement Debt Service Subaccount when a sufficient balance is available therein.

18. Covenants Relating to the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds.

(a) Tax Levy; Coverage Test; Cancellation of Certain Tax Levies. To provide moneys for payment of the principal and interest on the Tax levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds, there is hereby levied upon all of the taxable property in the City a direct annual ad valorem tax which shall be spread upon the tax rolls and collected with and as part of other general property taxes in the City for the years and in the amounts as follows:

<u>Years of Tax Levy</u>	<u>Years of Tax Collection</u>	<u>Amounts</u>
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See attached schedule

The tax levies are such that if collected in full they, together with estimated collections of special assessments and any other revenues herein pledged for the payment of the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds, will produce at least five percent in excess of the amount needed to meet when due the principal and interest payments on the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds. The tax levies shall be irrevocable so long as any of the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding

Portion of the Bonds are outstanding and unpaid, provided that the City reserves the right and power to reduce the levies in the manner and to the extent permitted by Minnesota Statutes, Section 475.61, Subdivision 3.

Upon payment of the Tax Levy Refunding Portion of the Prior 2004A Bonds, the uncollected taxes levied in the Tax Levy Refunding Portion of the Prior 2004A Bonds Resolution authorizing the issuance of the Prior 2004A Bonds which are not needed to pay the Prior 2004A Bonds as a result of the Current Refunding shall be canceled.

(b) General Obligation Pledge. For the prompt and full payment of the principal and interest on the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds, as the same respectively become due, the full faith, credit and taxing powers of the City shall be and are hereby irrevocably pledged. If the balance in the Tax Levy Debt Service Subaccount is ever insufficient to pay all principal and interest then due on the Tax Levy Refunding Portion of the Prior 2004A Bonds Refunding Portion of the Bonds and any other bonds payable therefrom, the deficiency shall be promptly paid out of any other funds of the City which are available for such purpose, and such other funds may be reimbursed with or without interest from the Improvement Debt Service Subaccount when a sufficient balance is available therein.

19. Prior Bonds; Security. Until retirement of the Prior Bonds, all provisions theretofore made for the security thereof shall be observed by the City and all of its officers and agents.

20. Defeasance. When all Bonds have been discharged as provided in this paragraph, all pledges, covenants and other rights granted by this resolution to the registered holders of the Bonds shall, to the extent permitted by law, cease. The City may discharge its obligations with respect to any Bonds which are due on any date by irrevocably depositing with the Bond 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 Bond Registrar a sum sufficient for the payment thereof in full with interest accrued 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 Bond Registrar on or before that date a sum sufficient for the payment thereof in full, provided that notice of redemption thereof has been duly given. 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 suitable banking institution qualified by law as an escrow agent for this purpose, cash or securities described in Minnesota Statutes, Section 475.67, Subdivision 8, bearing interest payable at such times and at such rates and maturing on such dates as shall be required, without regard to sale and/or reinvestment, to pay all amounts to become due thereon to maturity or, if notice of redemption as herein required has been duly provided for, to such earlier redemption date.

21. Securities; Escrow Agent. Securities purchased from moneys in the Escrow Account shall be limited to securities set forth in Minnesota Statutes, Section 475.67, Subdivision 8, and any amendments or supplements thereto. Securities purchased from the Escrow Account shall be purchased simultaneously with the delivery of the Bonds. The City Council has investigated the facts and hereby finds and

determines that the Escrow Agent is a suitable financial institution to act as escrow agent.

22. Redemption of Refunded Bonds. The Clerk is hereby authorized and directed to give a mailed notice of redemption prior to the Call Date, to the paying agent for the Refunded 2004A Bonds in substantially the form attached hereto as Exhibit A, which terms and conditions are hereby approved and incorporated herein by reference. The Refunded 2004B Improvement Bonds shall be redeemed and prepaid on the Crossover Date in accordance with the terms and conditions set forth in the Notice of Call for Redemption, in substantially the form attached to the Escrow Agreement, which terms and conditions are hereby approved and incorporated herein by reference.

23. Escrow Agreement. On or prior to the delivery of the Bonds the Mayor and Finance Manager shall, and are hereby authorized and directed to, execute the Escrow Agreement on behalf of the City. The Escrow Agreement is hereby approved and adopted and made a part of this resolution, and the City covenants that it will promptly enforce all provisions thereof in the event of default thereunder by the Escrow Agent.

24. Purchase of SLGS or Open Market Securities. The Escrow Agent, as agent for the City, is hereby authorized and directed to purchase on behalf of the City and in its name the appropriate United States Treasury Securities, State and Local Government Series and/or open market securities as provided in paragraph 21, from the proceeds of the Prior 2004B Improvement Bonds Refunding Portion of the Bonds, to the extent necessary, other available funds, all in accordance with the provisions of this resolution and the Escrow Agreement and to execute all such documents (including the appropriate subscription form) required to effect such purchase in accordance with the applicable U.S. Treasury Regulations.

25. Certificate of Registration. The Clerk is hereby directed to file a certified copy of this resolution with the County Auditor of Ramsey County, Minnesota, together with such other information as each County Auditor shall require, and to obtain the County Auditor's Certificate from each County that the Bonds have been entered in the County Auditor's Bond Register and that the tax levy required by law has been made.

26. Records and Certificates. The officers of the City are hereby authorized and directed to prepare and furnish to the Purchaser, and to the attorneys approving the legality of the issuance of the Bonds, certified copies of all proceedings and records of the City relating to the Bonds and to the financial condition and affairs of the City, and such other affidavits, certificates and information as are 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 re furnished, shall be deemed representations of the City as to the facts recited therein.

27. Negative Covenant as to Use of Proceeds and Projects. The City hereby covenants not to use the proceeds of the Bonds or to use the projects originally financed by the Prior Bonds, or to cause or permit them to be used, or to enter into any deferred payment arrangements for the cost of the projects, in such a manner as to cause the Bonds to be "private activity bonds" within the meaning of Sections 103 and 141 through 150 of the Code.

28. Continuing Disclosure. The City is the sole obligated person with respect

to the Bonds. The City hereby agrees, in accordance with the provisions of Rule 15c2-12 (the "Rule"), promulgated by the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and a Continuing Disclosure Undertaking (the "Undertaking") hereinafter described to:

(a) Provide or cause to be provided to the Municipal Securities Rulemaking Board (the "MSRB") by filing at www.emma.msrb.org in accordance with the Rule, certain annual financial information and operating data in accordance with the Undertaking. The City reserves the right to modify from time to time the terms of the Undertaking as provided therein.

(b) Provide or cause to be provided to the MSRB notice of the occurrence of certain events with respect to the Bonds in not more than ten (10) business days after the occurrence of the event, in accordance with the Undertaking.

(c) Provide or cause to be provided to the MSRB notice of a failure by the City to provide the annual financial information with respect to the City described in the Undertaking, in not more than ten (10) business days following such occurrence.

(d) The City agrees that its covenants pursuant to the Rule set forth in this paragraph and in the Undertaking is intended to be for the benefit of the Holders of the Bonds and shall be enforceable on behalf of such Holders; provided that the right to enforce the provisions of these covenants shall be limited to a right to obtain specific enforcement of the City's obligations under the covenants.

(e) The Mayor and Clerk of the City, or any other officer of the City authorized to act in their place (the "Officers") are hereby authorized and directed to execute on behalf of the City the Undertaking in substantially the form presented to the City Council subject to such modifications thereof or additions thereto as are (i) consistent with the requirements under the Rule, (ii) required by the Purchaser of the Bonds, and (iii) acceptable to the Officers.

29. Tax-Exempt Status of the Bonds; Rebate. The City is subject to the rebate requirement imposed by Section 148(f) of the Code by reason of issuing (together with all subordinate entities thereof, and all entities treated as one issuer with the Issuer) more than \$5,000,000 of tax-exempt governmental obligations during this calendar year as provided in Section 148(f)(4)(D) of the Code and Section 1.148-8 of the Regulations.

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

(a) the Bonds are issued after August 7, 1986;

(b) the Bonds are not "private activity bonds" as defined in Section 141 of the Code;

(c) the City hereby designates the Bonds as "qualified tax exempt obligations" for purposes of Section 265(b)(3) of the Code;

(d) the reasonably anticipated amount of tax exempt obligations (other than

private activity bonds, treating qualified 501(c)(3) bonds as not being private activity bonds) which will be issued by the City (and all entities treated as one issuer with the City, and all subordinate entities whose obligations are treated as issued by the City) during this calendar year 2013 will not exceed \$10,000,000;

(e) not more than \$10,000,000 of obligations issued by the City during this calendar year 2013 have been designated for purposes of Section 265(b)(3) of the Code; and

(f) the aggregate face amount of the Bonds does not exceed \$10,000,000.

The City shall use its best efforts to comply with any federal procedural requirements which may apply in order to effectuate the designation made by this paragraph.

31. Official Statement. The Official Statement relating to the Bonds prepared and distributed by the Springsted Incorporated is hereby approved and the officers of the City are authorized in connection with the delivery of the Bonds to sign such certificates as may be necessary with respect to the completeness and accuracy of the Official Statement.

32. Supplemental Resolution. The Prior Resolutions are hereby supplemented to the extent necessary to give effect to the provisions hereof.

33. Severability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

34. Headings. Headings in this resolution are included for convenience of reference only and are not a part hereof, and shall not limit or define the meaning of any provision hereof.

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

J. NEW BUSINESS

1. Approval of Resolution for Community Development Fees for 2014

Building Official Fisher gave the staff report and answered questions of the council.

Councilmember Juenemann moved to approve the resolution setting the 2014 Building Permit Fees and the 2014 Community Development Charges.

Resolution 11-13-1003 COMMUNITY DEVELOPMENT FEES

HEREAS, the Maplewood City Council has performed their annual evaluation of the fees charged by the city for building permits, planning reviews and restaurant inspections;

and (c) the proposed adoption of a Tax Increment Financing Plan therefor, all pursuant to and in accordance with Minnesota Statutes, Sections 469.124 through 469.134, both inclusive, as amended and Minnesota Statutes, Sections 469.174 through 469.1794, both inclusive, as amended (collectively, the "Act").

2. Notice of Hearing; Program Modification and Plan. The City Manager is hereby authorized to cause a notice of the hearing, substantially in the form attached hereto as Exhibit A, to be published as required by the Act and to place a copy of the proposed Modification to the Development Program and Tax Increment Financing Plan on file in the Manager's Office at City Hall and to make such copies available for inspection by the public.

3. Consultation with Other Taxing Jurisdictions. The City Manager is hereby directed to mail a notice of the public hearing and a copy of the Tax Increment Financing Plan to Ramsey County and Independent School District No. 622 informing those taxing jurisdictions of the estimated fiscal and economic impact of the establishment of the proposed tax increment financing district.

Seconded by Councilmember Juenemann Ayes – All

The motion passed.

3. Approval of Resolution Canvassing the Results of the November 5, 2013 Municipal General Election

City Manager Ahl gave the staff report.

Councilmember Koppen moved to approve the Resolution Canvassing the Results of the November 5, 2013 Municipal General Election.

Resolution 13-11-1005
CANVASS OF ELECTION

RESOLVED, that the City Council of Maplewood, Ramsey County, Minnesota, acting as a canvassing board on November 14, 2013, hereby declares the following results from the November 5, 2013 Municipal General Election.

Mayor:

Diana Longrie	1803
Nora Slawik	3777

Councilmembers:

Marylee Abrams	2988
Margaret Ann Behrens	2294
Rebecca Cave	2307
Kathleen Juenemann	2891

Receiving the highest number of votes in the election for Mayor is Nora Slawik. Marylee Abrams and Kathleen Juenemann received the highest number of votes for the office of Councilmember. All elected terms are for four years.

A swearing-in and oath of office ceremony will take place on January 6, 2014.

A recording of write-in votes received can be found in the office of the city clerk.

Seconded by Mayor Rossbach Ayes – All

The motion passed.

4. Approval of Settlement for Damages in Condemnation Case – Cramer Parcel
a. Declaration of Intent to Consider Closed Session (§13D.04 subd. 5)

City Attorney Kantrud gave the staff report.

Councilmember Juenemann moved to close the meeting for the purpose of discussing settlement for damages in the Condemnation Case – Cramer Parcel per MN Statute 13D.04 subd.5.

Seconded by Councilmember Koppen Ayes – All

The motion passed.

Mayor Rossbach called the meeting back to order. City Attorney gave an overview of the closed meeting discussion.

City Attorney Kantrud gave the staff report.

Councilmember Koppen moved to approve the settlement with Mr. Cramer in the amount of \$645,000.

Seconded by Councilmember Juenemann Ayes – All

The motion passed.

K. AWARD OF BIDS

None

L. VISITOR PRESENTATION

None

M. ADMINISTRATIVE PRESENTATIONS

1. Council Calendar Update

City Manager Ahl gave an update to the council calendar.

2. Update on Progress Toward 2012-2014 City Council Goals

City Manager Ahl gave a presentation on the City Council progress towards 2012-2014

goals.

3. Cancellation of the December 2, 2013 Council Manager Workshop

Mayor Rossbach moved to cancel the Council Manager Workshop scheduled for December 2, 2013.

Seconded by Councilmember Koppen

Ayes – All

The motion passed.

N. COUNCIL PRESENTATIONS

1. Video on Demand

Councilmember Cardinal reported on the new free Video on Demand service that the Cable Franchise Commission will be offering.

2. Disability Forum

Councilmember Cardinal noted that Mayor Rossbach had attended the Disability Forum at the Maplewood Library. Mayor Rossbach gave a brief overview of the event.

Councilmember Juenemann made further comments about disability transportation problems indicating that individuals with disabilities have fewer options about where to live because of transportation limitations. She further stated that the City needs to keep individuals with disabilities informed about the availability of transportation options in Maplewood.

3. Election Comments

Councilmember Cardinal congratulated Nora Slawik for being elected Mayor and Diana Longrie for being a candidate. He also congratulated Marylee Abrams and Kathy Juenemann for being elected as councilmembers. He also congratulated Rebecca Cave and Margaret Ann Behrens for being candidates.

Councilmember Juenemann thanked the staff for conducting the election.

4. Parks System Plan Task Force

Councilmember Cardinal informed residents that there will be a parks system survey conducted in early 2014. The three part survey will assist in the current planning of the parks and for future park planning and sustainability. Information gathered from the survey will assist the council in making decision about future projects.

5. Pension Costs

Councilmember Cardinal reported on an article that was in the paper about problems with public employee pension costs and requested that the City review its pension related costs in the near future.

O. ADJOURNMENT

Mayor Rossbach adjourned the meeting at 8:51 p.m.