

**RESOLUTION OF THE
PORT AUTHORITY OF THE CITY OF SAINT PAUL**

1. The Port Authority of the City of Saint Paul (the “Authority”) currently operates the Energy Park Utility Company (“EPUC”) which consists of a Central Energy Plant and Distribution System, to heat and cool water and, through this system provides heating and cooling services to residences and businesses in Saint Paul Energy Park.

2. As a result of requests from Customers it is necessary for EPUC to modify its current heating and cooling system to upgrade the Central Energy Plant and the Distribution System to move from a two-pipe to a four-pipe system (the “Project”) in order to provide year-round heating and cooling to the Customers.

3. To accommodate the Project, the Authority must undertake a number of activities, including: (a) amendment of the Operational and Maintenance Agreement between the Authority and Market Street Energy and the assignment of that agreement by Market Street Energy to Ever-Green Energy; (b) amendment of the Franchise currently granted to the Authority by the City of Saint Paul for the operation of EPUC; (c) amendments to the various Customer Contracts in place with respect to the users of the EPUC system; and (d) arrangement of financing for the Project, through the issuance of either taxable or tax-exempt revenue bonds.

4. The Authority has previously adopted (a) its Resolution No. 4366 giving preliminary approval to the issuance of up to \$8,500,000 of taxable or tax-exempt revenue bonds (the “Bonds”) to provide funds to: (i) pay costs of the Project described herein; and (ii) provide for the payment of capitalized interest, costs of issuance and other expenses incurred in connection with the issuance of the Bonds, and the creation of a debt service reserve therefor, if needed; and (b) its Resolution No. 4374 authorizing the reimbursement from Bond proceeds of certain expenses paid prior to the issuance of the Bonds.

5. The economic feasibility of the Project will be significantly reduced without the proposed financing provided by the Bonds.

6. The Authority’s Credit Committee has given its approval to the proposed issuance of the Bonds, and the Authority has conducted a public hearing regarding the issuance of the Bonds as required by Section 147(f) of the Internal Revenue Code.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF THE CITY OF SAINT PAUL, AS FOLLOWS:

I. General Authorization

A. For the purpose of financing the Project, and paying certain costs of issuance and other expenses in connection with the issuance of the Bonds, the Authority hereby authorizes the issuance, sale and delivery of the Bonds in such aggregate principal amount as is determined by the Authority's President and Chief Financial Officer as the amount needed to provide financing for the Project, which amount is currently estimated to be approximately \$8,500,000, but may, if necessary, be in excess of that amount. The Bonds shall be in such principal amount, bear interest at such rate, mature, and be subject to redemption prior to maturity as shall be determined by the President and the Chief Financial Officer of the Authority.

B. The Bonds are limited obligations of the Authority which are payable solely from the "Customer Payments" defined in the Indenture described below.

C. Neither the Bonds, nor the interest thereon, shall constitute an indebtedness of the Authority or the City of Saint Paul (the "City") within the meaning of any constitutional or statutory debt limitation; nor shall they constitute or give rise to a pecuniary liability of the City or the Authority or a charge against their general taxing powers and neither the full faith and credit nor the general taxing powers of the City or the Authority is pledged to the payment of the Bonds or interest thereon.

D. In connection with the proposed issuance of the Bonds, forms of the following documents have been submitted to the Authority for review:

1. an Indenture of Trust (the "Indenture"), between the Authority and U.S. Bank National Association, as trustee (the "Trustee");
2. forms of the Bonds;
3. an Amendment to Operation and Maintenance Agreement between the Authority and Ever-Green Energy, LLC;
4. the modification of the Franchise Ordinance currently granted to the Authority by the City of Saint Paul for the operation of the EPUC system; and
5. amendments to the various Customer Contracts currently in place with respect to the EPUC system;

In addition, a Bond Purchase Agreement (the "Bond Purchase Agreement"), between the Authority and Piper Jaffray & Co., as underwriter, and an Official Statement (the "Official Statement") relating to the Bonds will be prepared, and the President and Chief Financial Officer of the Authority are hereby authorized to work with the underwriter and other parties to finalize such documents. The Indenture, the Bond Purchase Agreement, the Official Statement, and other documents described above, together with any other documents determined by the President and Chief Financial Officer of the Authority to be necessary to effect the purposes of this resolution, are herein collectively referred to as the "Documents".

E. It is hereby found, determined and declared that:

1. The issuance and sale of the Bonds, the execution and delivery by the Authority of the Documents, and the performance of all covenants and agreements of the Authority contained therein, and of all other acts and things required under the Constitution and laws of the State of Minnesota to make the Documents and the Bonds valid and binding obligations of the Authority in accordance with their terms, are authorized by Minnesota Statutes, Sections 469.152 through 469.165, as amended (the "Act").

2. It is desirable that the Bonds be issued by the Authority upon the general terms set forth in the Bonds and the Indenture, as applicable.

F. The forms of the Documents which have previously been submitted to the Authority are approved substantially in the forms submitted and on file in the offices of Authority, with such subsequent changes as may be approved by Authority management and Bond Counsel as contemplated by paragraph H. The Chair and Secretary of the Authority, or such other officer as may be appropriate in the absence of either the Chair or Secretary, are hereby authorized to execute the Bonds in substantially the form submitted, as modified pursuant to paragraph H, and the President of the Authority is hereby authorized to execute any other documents and certificates which in the opinion of Authority management and Bond Counsel are necessary to the transaction herein described with respect to the Bonds. The execution of any instrument by the appropriate officer or officers of the Authority herein authorized shall be conclusive evidence of the approval of such documents in accordance with the terms hereof. The execution of any documents necessary for the transaction herein with respect to the Bonds described by individuals who were at the time of execution thereof the authorized officers of the Authority shall bind the Authority, notwithstanding that such individuals or any of them has ceased to hold such office or offices prior to the authentication and delivery of the Bonds. Copies of all of the documents necessary to the transaction described herein with respect to the Bonds shall be delivered, filed and recorded as appropriate.

G. The President and other officers of the Authority are authorized and directed to prepare and furnish to Bond Counsel certified copies of proceedings and records of the Authority relating to the issuance of the Bonds and other transactions herein contemplated, and such other affidavits and certificates as may be required to show the facts relating to the legality of the Bonds and the other transactions herein contemplated as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Authority as to the truth of all statements contained therein.

H. The approval hereby given to the various Documents referred to above includes approval of such additional details therein as may be necessary and appropriate, and such modifications thereof, deletions therefrom and additions thereto as may be necessary and appropriate and approved by the Authority's President and Chief Financial Officer; and includes approval of, among other things:

a. establishment of the final principal amount of the Bonds and the interest rate to be borne thereby;

b. the establishment of the maturity schedule and call provisions to be applicable to the Bonds; and

c. the preparation of the Bond Purchase Agreement and the Official Statement, and the establishment of the final terms of those and the other Documents; and

d. the identity and terms of such related instruments as may be required to satisfy the conditions of any purchaser of the Bonds.

I. The authority to approve, execute and deliver future amendments to Documents entered into by the Authority in connection with the issuance of the Bonds and the other transactions herein contemplated, is hereby delegated to the President of the Authority, provided that: (a) such amendments do not require the consent of the holders of the Bonds, or, if required, such consent of the required percentage of the holders of the Bonds has been obtained with respect to such amendment; (b) such amendments do not materially adversely affect the interests of the Authority as the issuer of the Bonds; (c) such amendments do not contravene or violate any policy of the Authority; and (d) such amendments are acceptable in form and substance to Bond Counsel. The execution of any instrument by the President of the Authority shall be conclusive evidence of the approval of such instruments in accordance with the terms hereof.

J. No covenant, stipulation, obligation or agreement contained herein or in the Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the Board of Commissioners of the Authority, or any officer, agent or employee of the Authority in that persons individual capacity, and neither the Board of Commissioners nor any officer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Adopted: February 22, 2011

AUTHORITY OF THE CITY
OF SAINT PAUL

By _____
Its Chair

ATTEST:

Its Secretary