

**EXHIBIT A**

**FORM OF SERIES 2012D NOTE**

No. R-\_\_\_\_\_

\$\_\_\_\_\_

**UNITED STATES OF AMERICA  
STATE OF MINNESOTA  
COUNTY OF RAMSEY**

**CITY OF SAINT PAUL, MINNESOTA  
GENERAL OBLIGATION CAPITAL NOTE  
SERIES 2012D**

<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>DATE OF ORIGINAL ISSUE</u>	<u>CUSIP</u>
%	October 1, 20__	December 20, 2012	

Registered Owner: CEDE & CO.

Principal Amount: \_\_\_\_\_  
DOLLARS

KNOW ALL PERSONS BY THESE PRESENTS that the City of Saint Paul, Ramsey County, Minnesota (the "Issuer" or "City"), certifies that it is indebted and for value received hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, on the Maturity Date specified above, with interest thereon from the date hereof at the annual rate specified above, payable April 1 and October 1 in each year, commencing October 1, 2013, to the person in whose name this Series 2012D Note is registered at the close of business on the fifteenth (15th) day (whether or not a business day) of the immediately preceding month. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by the City Treasurer, as Registrar, Paying Agent, Transfer Agent, and Authenticating Agent, or its designated successor under the Resolutions 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.

The City may elect on October 1, 2020, and on any day thereafter, to prepay the Series 2012D Notes due on or after October 1, 2021 at a price of par plus accrued interest to the date of redemption, without premium.

This Series 2012D Note is one of an issue in the aggregate principal amount of \$7,575,000 all of like original issue date and tenor, except as to number, maturity date, redemption privilege, and interest rate, all issued pursuant to a resolution adopted by the City

Council on December 5, 2012 (the "Resolution"), for the purpose of providing money to (i) provide financing for a portion of the cost of the City Operations Modernization and Enterprise Transformation ("COMET") project which will modernize the City's procurement, finance, budget, payroll and human resources software systems and related hardware (the "COMET Project"), and (ii) pay the costs of issuance of the Series 2012D Notes. The Series 2012D Notes are being issued pursuant to the provisions of Minnesota Statutes, Section 410.32 and 412.301, as amended (the "Capital Notes Act"), and the provisions of Minnesota Statutes, Chapter 475, as amended (the "Municipal Debt Act" and together with the Capital Notes Act, the "Act"). The principal hereof and interest hereon are payable primarily from ad valorem taxes, as set forth in the Resolution to which reference is made for a full statement of rights and powers thereby conferred. The full faith and credit of the City are irrevocably pledged for payment of this Series 2012D Note and the City has obligated itself to levy additional ad valorem taxes on all taxable property in the City in the event of any deficiency, which additional taxes may be levied without limitation as to rate or amount. The Series 2012D Notes are issued only as fully registered notes in denominations of \$5,000 or any integral multiple thereof of single maturities. The interest on this Series 2012D Note shall be calculated on the basis of a year of 360 days and twelve 30-day months.

As provided in the Resolutions and subject to certain limitations set forth therein, this Series 2012D Note 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 Series 2012D Notes of other authorized denominations. Upon such transfer or exchange the City will cause a new Series 2012D Note or Series 2012D Notes 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 Series 2012D Note is registered as the absolute owner hereof, whether this Series 2012D Note is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the City nor the Registrar will be affected by any notice to the contrary.

This Series 2012D Note is not valid or obligatory for any purpose or entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon has been executed by the Registrar by manual signature of one of its authorized representatives.

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 Series 2012D Note in order to make it a valid and binding general obligation of the City in accordance with its terms, have been done, do exist, have happened and have been performed as so required, and that the issuance of this Series 2012D Note does not cause the indebtedness of the City to exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the City of Saint Paul, Ramsey County, Minnesota, by its City Council has caused this Series 2012D Note to be sealed with its official seal and to be executed on its behalf by the facsimile signature of its Mayor, attested by the facsimile signature of its City Clerk, and countersigned by the facsimile signature of its Director, Office of Financial Services.

**CITY OF SAINT PAUL,  
RAMSEY COUNTY, MINNESOTA**

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Mayor or Designee

Attest:

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City Clerk or Designee

Countersigned:

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Director, Office of Financial Services or Designee

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**CERTIFICATE OF AUTHENTICATION**

This is one of the Series 2012D Notes delivered pursuant to the Resolution mentioned within.

**CITY OF SAINT PAUL, MINNESOTA**

By \_\_\_\_\_  
City Treasurer

**ABBREVIATIONS**

The following abbreviations, when used in the inscription on the face of this Series 2012D Note, will be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common

UNIF GIFT MIN ACT  
\_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)

TEN ENT -- as tenants by entireties

under Uniform Gifts or Transfers to  
Minors Act, State of \_\_\_\_\_

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.

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**ASSIGNMENT**

For value received, the undersigned hereby sells, assigns and transfers unto \_\_\_\_\_ the within Series 2012D Note and all rights thereunder, and does hereby irrevocably constitute and appoint \_\_\_\_\_ attorney to transfer the said Series 2012D Note on the books kept for registration of the within Series 2012D Note, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Series 2012D Note in every particular, without alteration or any change whatever.

Signature Guaranteed:

\_\_\_\_\_

NOTICE: Signature(s) must be guaranteed by a financial institution that is a member of the Securities Transfer Agent Medallion Program ("STAMP"), the Stock Exchange Medallion Program ("SEMP"), the New York Stock Exchange, Inc. Medallion Signatures Program ("MSP") or other such "signature guarantee program" as may be determined by the Registrar in addition to, or in substitution for, STAMP, SEMP or MSP, all in accordance with the Securities Exchange Act of 1934, as amended.

The Registrar will not effect transfer of this Series 2012D Note unless the information concerning the assignee requested below is provided.

Name and Address: \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(Include information for all joint owners if this Series 2012D Note is held by joint account.)

Please insert social security or other identifying number of assignee

\_\_\_\_\_

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