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Title: Resolution Authorizing the Issuance, Sale and Delivery of Conduit Housing Revenue Bonds (Lewis Park Apartments Project), Series 2013; Adopting a Housing Program Pursuant to Minnesota Statutes Chapter 462C; and Approving the Form and Authorizing the Execution and Delivery of the Bonds and Related Documents, North End/South Como District 6, Ward 1.

Sponsors: Nathaniel Khaliq

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Attachments: 1. Lewis Park Apartments Board Report, 2. Attachment B - Map, 3. Attachment C - Project Summary Form, 4. Attachment D - Sources & Uses Form, 5. Attachment E - Public Purpose Form, 6. Attachment F - Census Facts District 6

Date	Ver.	Action By	Action	Result
10/23/2013	1	Housing & Redevelopment Authority	Adopted	Pass

Resolution Authorizing the Issuance, Sale and Delivery of Conduit Housing Revenue Bonds (Lewis Park Apartments Project), Series 2013; Adopting a Housing Program Pursuant to Minnesota Statutes Chapter 462C; and Approving the Form and Authorizing the Execution and Delivery of the Bonds and Related Documents

WHEREAS, the Housing and Redevelopment Authority of the City of Saint Paul, Minnesota (the "HRA"), is a political subdivision of the State of Minnesota, duly organized and existing under the Constitution and laws of the State of Minnesota; and

WHEREAS, pursuant to Minnesota Statutes, Chapter 462C, as amended (the "Act") and by ordinance of the City of Saint Paul, Minnesota (the "City"), the HRA is authorized to carry out the public purposes described in the Act by issuing revenue bonds to finance or refinance multifamily housing developments located within the City, and as a condition to the issuance of such revenue bonds, adopt a housing program providing the information required by Section 462C.03, subdivision 1a, of the Act; and

WHEREAS, in the issuance of the HRA's revenue bonds and in the making of a loan to finance a multifamily housing development the HRA may exercise, within the corporate limits of the City, any of the powers that the Minnesota Housing Finance Agency may exercise under Minnesota Statutes, Chapter 462A, as amended, without limitation under the provisions of Minnesota Statutes, Chapter 475, as amended; and

WHEREAS, Lewis Park Renewal LLC, a Minnesota limited liability company (the "Borrower"), the managing member of which is Lewis Park Manager LLC, a Minnesota limited liability company has requested that the HRA issue its revenue bonds under the Act and lend the proceeds thereof to the Borrower to finance the following: (i) the acquisition, renovation, and equipping of a building commonly known as Lewis Park Apartments into 103 affordable housing units located at 180 Wayzata Street in the City (the "Project"); (ii) the payment of interest on the bonds during the construction of the Project; (iii) the funding of required reserves; and (iv) the payment of certain costs related to the issuance of the bonds; and

WHEREAS, the HRA has prepared a housing program (the "Housing Program" or "Program") to authorize the issuance by the HRA of revenue bonds in the maximum principal amount of \$9,000,000 to finance the acquisition, construction, renovation and equipping of the Project; and

WHEREAS, a notice of public hearing (the "Public Notice") was published in the *Pioneer Press*, a newspaper of general circulation in the City, with respect to: (i) the required public hearing under Section 147 (f) of the Internal Revenue Code of 1986, as amended (the "Code"); (ii) the required public hearing under Section 462C.04, subdivision 2, of the Act; (iii) the Housing Program; and (iv) approval of the issuance of the Bonds, as hereinafter defined; and

WHEREAS, the Public Notice was published at least 15 days before the regularly scheduled meeting of the City Council of the City (the "City Council"), and on August 21, 2013, the City Council conducted a public hearing at which a reasonable opportunity was provided for interested individuals to express their views, both orally and in writing; and

WHEREAS, the Borrower has requested that the HRA issue, sell, and deliver its Housing Revenue Bonds (Lewis Park Apartments Project), Series 2013 in one or more series (collectively, the "Bonds"), in an original aggregate principal amount not to exceed \$9,000,000; and

WHEREAS, the proceeds derived from the sale of the Bonds will be loaned by the HRA to the Borrower pursuant to the terms of a Loan Agreement, dated on or after November 1, 2013 (the "Loan Agreement"), between the HRA and the Borrower, whereby the HRA will apply the proceeds derived from the sale of the Bonds to fund a loan to the Borrower; and

WHEREAS, the Bonds will be issued pursuant to this resolution and an Indenture of Trust, dated on or after November 1, 2013 (the "Indenture"), between the HRA and a bond trustee (the "Trustee"), and the Bonds and the interest on the Bonds: (i) shall be payable solely from the revenues pledged therefor under the Loan Agreement and the Indenture; (ii) shall not constitute a debt of the City or the HRA within the meaning of any constitutional or statutory limitation; (iii) shall not constitute nor give rise to a pecuniary liability of the City or the HRA or a charge against its general credit or taxing powers; (iv) shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the City or the HRA other than the HRA's interest in the Loan Agreement; and (v) shall not constitute a general or moral obligation of the City or the HRA; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Housing and Redevelopment Authority of the City of Saint Paul, Minnesota (the "Board"), as follows:

1. The HRA acknowledges, finds, determines, and declares that the issuance of the Bonds is authorized by the Act and is consistent with the purposes of the Act and that the issuance of the Bonds, and the other actions of the HRA under the Indenture, the Loan Agreement, and this resolution constitute a public purpose and are in the interests of the HRA. In authorizing the issuance of the Bonds for the financing of the Project and the related costs, the HRA's purpose is and the effect thereof will be to promote the public welfare of the City and its residents by providing multifamily housing developments for low or moderate income residents of the City and otherwise furthering the purposes and policies of the Act.

2. The Housing Program is hereby adopted, ratified, and approved in all respects without amendment. The preparation of the Housing Program is hereby ratified, confirmed, and approved. The Executive Director is hereby authorized to do all other things and take all other actions as may be necessary or appropriate to carry out the Housing Program in accordance with the Act and any other applicable laws and regulations.

3. For the purposes set forth above, there is hereby authorized the issuance, sale, and delivery of the Bonds in one or more series in the maximum aggregate principal amount not to exceed \$9,000,000. The Bonds shall bear interest at the rates, shall be designated, shall be numbered, shall be dated, shall mature,

shall be in the aggregate principal amount, shall be subject to redemption prior to maturity, shall be in such form, and shall have such other terms, details, and provisions as are prescribed in the Indenture, in the form now on file with the HRA, with the amendments referenced herein. The HRA hereby authorizes the Bonds to be issued, in whole or in part, as "tax-exempt bonds," the interest on which is excluded from gross income for federal and State of Minnesota income tax purposes or as taxable bonds.

All of the provisions of the Bonds, when executed as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Bonds shall be substantially in the form in the Indenture on file with the HRA, which form is hereby approved, with such necessary and appropriate variations, omissions, and insertions (including changes to the aggregate principal amount of the Bonds, the stated maturities of the Bonds, the interest rates on the Bonds and the terms of redemption of the Bonds) as the Chair or Commissioner, Executive Director and by the Director, Office of Financial Services of the City (collectively, the "Authority Officials"), in their discretion, shall determine. The execution of the Bonds with the manual or facsimile signature of the Authority Officials and the delivery of the Bonds by the HRA shall be conclusive evidence of such determination.

4. The Bonds shall be special, limited obligations of the HRA payable solely from the revenues provided by the Borrower pursuant to the Loan Agreement and other funds pledged pursuant to the Loan Agreement and the Indenture; however, the HRA does not pledge its general credit or taxing powers or any funds of the City or the HRA to the payment of the Bonds. The Board hereby authorizes and directs the Authority Officials to execute the Indenture, and to deliver the Indenture to the Trustee, and hereby authorizes and directs the execution of the Bonds in accordance with the terms of the Indenture, and hereby provides that the Indenture shall provide the terms and conditions, covenants, rights, obligations, duties, and agreements of the owners of the Bonds, the HRA, and the Trustee as set forth therein.

All of the provisions of the Indenture, when executed as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Indenture shall be substantially in the form on file with the HRA, which are hereby approved, with such necessary and appropriate variations, omissions and insertions as do not materially change the substance thereof, and as the Authority Officials, in their discretion, shall determine, and the execution thereof by the Authority Officials shall be conclusive evidence of such determination.

5. To ensure compliance with certain rental and occupancy restrictions imposed by the Act and Section 142(d) of the Code and to ensure compliance with certain restrictions imposed by the HRA, the Authority Officials are also hereby authorized and directed to execute and deliver a Regulatory Agreement, dated on or after November 1, 2013 (the "Regulatory Agreement"), among the HRA, the Borrower, and the Trustee.

6. The Authority Officials are hereby authorized and directed to execute and deliver the Indenture, the Loan Agreement, the Regulatory Agreement, the Bond Purchase Agreement, dated on or after November 1, 2013 (the "Bond Purchase Agreement"), among M.R. Beal & Company (the "Bond Purchaser"), the HRA, and the Borrower and such other documents as are necessary or appropriate in connection with the issuance, sale, and delivery of the Series 2013 Bonds, including various certificates of the Authority, the Information Return for Tax-Exempt Private Activity Bond Issues, Form 8038, a certificate as to arbitrage and rebate, and similar documents (collectively, the "Financing Documents"); provided that the Bond Purchase Agreement may be executed on behalf of the HRA solely by the Executive Director of the HRA. All of the provisions of the Financing Documents, when executed and delivered as authorized herein, shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. The Financing Documents shall be substantially in the forms on file with the HRA which are hereby approved, with such omissions and insertions as do not materially change the substance thereof, and as the Authority Officials, in their discretion, shall determine, and the

execution thereof by the Authority Officials shall be conclusive evidence of such determinations.

7. The HRA hereby approves the execution by the Borrower and delivery to the Trustee of: (i) any mortgage or security agreements granting a mortgage lien or security interest with respect to the Project or any portion thereof to the Trustee; (ii) one or more collateral assignments of the contracts between the Borrower and the architect and contractor with respect to the Project; (iii) one or more indemnity agreements; and (iv) other security documents that are intended to ensure timely payment of the loan and the Bonds. The HRA hereby approves a disbursing agreement, between the Borrower, the Trustee, and a disbursing agent to be selected by the Borrower, to provide for the disbursement of the proceeds of the Bonds and the loan. All such security documents, if any are delivered, shall be substantially in the forms authorized by the Borrower.

8. The Bonds shall be special, limited revenue obligations of the HRA, the proceeds of which shall be disbursed pursuant to the terms of the Indenture and the Loan Agreement, and the principal, premium, and interest on the Bonds shall be payable solely from the proceeds of the Bonds, the revenues derived from the Loan Agreement and the other sources set forth in the Indenture.

9. The Trustee is hereby appointed as the Paying Agent and the Bond Registrar for the Bonds.

10. The HRA hereby authorizes Kennedy & Graven, Chartered, as bond counsel, to prepare, execute, and deliver its approving legal opinions with respect to the Bonds.

11. The HRA has not participated in the preparation of an Official Statement relating to the offer and sale of the Bonds (the "Official Statement"), and has made no independent investigation with respect to the information contained therein (other than with respect to information provided under the captions "THE ISSUER" and "ABSENCE OF LITIGATION - The Issuer," as it relates to the Authority), including the appendices thereto, and the HRA assumes no responsibility for the sufficiency, accuracy, or completeness of such information. Subject to the foregoing, the HRA hereby consents to the distribution and the use by the Bond Purchaser of the Official Statement in connection with the offer and sale of the Bonds. The Official Statement is the sole material consented to by the HRA for use in connection with the offer and sale of the Bonds.

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

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

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

13. Except as herein otherwise expressly provided, nothing in this resolution or in the aforementioned documents expressed or implied, is intended or shall be construed to confer upon any person

or firm or corporation, other than the HRA, any holder of the Bonds issued under the provisions of this resolution, any right, remedy or claim, legal or equitable, under and by reason of this resolution or any provisions hereof, this resolution, the aforementioned documents, and all of their provisions being intended to be and being for the sole and exclusive benefit of the HRA, and any holder from time to time of the Bonds issued under the provisions of this resolution.

14. In case any one or more of the provisions of this resolution, other than the provisions contained in the first sentence of Section 4, or of the aforementioned documents, or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this resolution, or of the aforementioned documents, or of the Bonds, but this resolution, the aforementioned documents, and the Bonds shall be construed and endorsed as if such illegal or invalid provisions had not been contained therein.

15. The Bonds, when executed and delivered, shall contain a recital that they are issued pursuant to the Act, and such recital shall be conclusive evidence of the validity of the Bonds and the regularity of the issuance thereof, and that all acts, conditions, and things required by the laws of the State of Minnesota relating to the adoption of this resolution, to the issuance of the Bonds, and to the execution of the aforementioned documents to happen, exist, and be performed precedent to the execution of the aforementioned documents have happened, exist, and have been performed as so required by law.

16. The officers of the HRA, bond counsel, other attorneys, engineers, and other agents or employees of the HRA are hereby authorized to do all acts and things required of them by or in connection with this resolution, the aforementioned documents, and the Bonds, for the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Bonds, the aforementioned documents, and this resolution. If for any reason any of the Authority Officials is unable to execute and deliver the documents referred to in this Resolution, such documents may be executed by any member of the Board or any officer of the HRA delegated the duties of any such Authority Officials with the same force and effect as if such documents were executed and delivered by such Authority Officials.

17. The Borrower shall pay the administrative fee of the HRA on the date of issuance of the Bonds. The Borrower will also pay, or, upon demand, reimburse the HRA for payment of, any and all costs incurred by the HRA in connection with the Project and the issuance of the Bonds, whether or not the Bonds are issued, including any costs for attorneys' fees. The Borrower shall indemnify the HRA against all liabilities, losses, damages, costs and expenses (including attorney's fees and expenses incurred by the HRA) arising with respect to the Project or the Bonds, as provided for and agreed to by the Borrower in the Loan Agreement.

18. The authority to approve, execute and deliver future amendments to the Financing Documents herein authorized entered into by the HRA in connection with the issuance of the Bonds and any consents required under the Financing Documents is hereby delegated to the Executive Director, subject to the following conditions: (a) such amendments or consents do not require the consent of the respective holders of the Bonds or such consent has been obtained; (b) such amendments or consents do not materially adversely affect the interests of the HRA; (c) such amendments or consents do not contravene or violate any policy of the HRA, and (d) such amendments or consents are acceptable in form and substance to the counsel retained by the HRA to review such amendments. The authorization hereby given shall be further construed as authorization for the execution and delivery of such certificates and related items as may be required to demonstrate compliance with the agreements being amended and the terms of this Resolution. The execution of any instrument by the Executive Director shall be conclusive evidence of the approval of such instruments in accordance with the terms hereof. In the absence of the Executive Director, any instrument authorized by this paragraph to be executed and delivered may be executed by the officer of the HRA or the City authorized to act in his/her place and stead.

19. The HRA has established a governmental program of acquiring purpose investments for qualified residential rental projects. The governmental program is one in which the following requirements of §1.148-1

(b) of the federal regulations relating to tax-exempt obligations shall be met:

(a) the program involves the origination or acquisition of purpose investments;

(b) at least 95% of the cost of the purpose investments acquired under the program represents one or more loans to a substantial number of persons representing the general public, states or political subdivisions, 501(c)(3) organizations, persons who provide housing and related facilities, or any combination of the foregoing;

(c) at least 95% of the receipts from the purpose investments are used to pay principal, interest, or redemption prices on issues that financed the program, to pay or reimburse administrative costs of those issues or of the program, to pay or reimburse anticipated future losses directly related to the program, to finance additional purpose investments for the same general purposes of the program, or to redeem and retire governmental obligations at the next earliest possible date of redemption;

(d) the program documents prohibit any obligor on a purpose investment financed by the program or any related party to that obligor from purchasing bonds of an issue that finances the program in an amount related to the amount of the purpose investment acquired from that obligor; and

(e) the HRA shall not waive the right to treat the investment as a program investment.

20. The Authority hereby authorizes the issuance of the Series 2013 Bonds in minimum denominations of \$5,000 subject to obtaining a rating in the short term A category, otherwise the Series 2013 Bonds will be issued in minimum denominations of \$100,000.

21. This Resolution shall be in full force and effect from and after its approval.