

COUNCIL MEETING

DATE: May 8, 2012

TIME STARTED: 7:00 p.m.

TIME ENDED: 8:00 p.m.

MEMBERS PRESENT: Mayor Doug Pomplun; Councilmember, Brad Augustin, Cindy Fahey, Todd Kiecker, Lois Gilles.

MEMBERS ABSENT: None

Staff members present: Clerk Treasurer Administrator Marcia Seibert-Volz. Craig Marti Co-Public Works Director, City Attorney Tom VanHon.

Meeting was called to order by Mayor Doug Pomplun.

APPROVAL OF THE AGENDA: Motion by Lois Gilles, second by Cindy Fahey to approve agenda. Motion carried.

UNFINISHED BUSINESS: Motion by Cindy Fahey, second by Todd Kiecker to accept the 2011 Audited Financial Statement. Motion carried.

Motion by Brad Augustin, second by Cindy Fahey to deny Rodney Hoffbeck’s request for a Rural Service District. Motion carried.

PUBLIC HEARING: None

PRESENTATIONS: Shannon Sweeney presented the City Council with Standard & Poor’s Bond Rating. The rating is based on information supplied by the City. The rating assigned to the bond issue is A.

BID OPENING & QUOTES: Shannon Sweeney presented the bond sale bids. The following bids were received:

Robert W. Baird & Co.	Net interest rate	2.9086%
Morgan Keegan & Co.	Net interest rate	3.0696%
Northland Securities	Net interest rate	3.3452%

Mr. Sweeney’s recommendation was to approve awarding the sale of \$ 3,925,000 G.O Utility Revenue and Improvement Bonds, Series 2012A to Robert W. Baird & Co.

**EXTRACT OF MINUTES OF A MEETING
OF THE CITY COUNCIL
CITY OF FAIRFAX, MINNESOTA
HELD: May 8, 2012**

Pursuant to due call, a regular or special meeting of the City Council of the City of Fairfax, Renville County, Minnesota, was duly held at the City Hall on May 8, 2012, at 7:30 P.M., for the purpose, in part, of considering proposals and awarding the sale of \$3,925,000 General Obligation Utility Revenue and Improvement Bonds, Series 2012A.

The following members were present:

and the following were absent:

Member Lois Gilles introduced the following resolution and moved its adoption:

RESOLUTION 2012-15

RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF \$3,925,000 GENERAL OBLIGATION UTILITY REVENUE AND IMPROVEMENT BONDS, SERIES 2012A, PLEDGING FOR THE SECURITY

**THEREOF SPECIAL ASSESSMENTS AND NET REVENUES AND LEVYING A TAX FOR THE
PAYMENT THEREOF**

A. WHEREAS, the City of Fairfax, Minnesota (the "City"), owns and operates a municipal water system (the "Water System"), and a municipal sewer system (the "Sewer System", and together with the Water System, the "System"), each is operated as separate revenue producing public utilities; and

B. WHEREAS, (i) the net revenues of the Water System are pledged to the payment of the City's outstanding \$1,310,278 original principal amount of General Obligation Water Revenue Note of 1999, dated August 6, 1999 and the outstanding \$1,103,648 General Obligation Water Revenue Note of 2011, dated August 30, 2011 (the "Outstanding Water Notes"); and (ii) the net revenues of the Sewer System are pledged to the payment of the City's outstanding \$1,587,500 General Obligation Wastewater Treatment Note, Series 1995, dated August 18, 1995 (the "Outstanding Sewer Note"); and

C. WHEREAS, the City Council has heretofore determined and declared that it is necessary and expedient to issue \$3,925,000 General Obligation Utility Revenue and Improvement Bonds, Series 2012A (the "Bonds" or individually a "Bond"), pursuant to Minnesota Statutes, Chapters 429, 444, and 475 to finance the street improvements (the "Improvements") and pursuant to Minnesota Statutes, Section 444.075, to finance the improvements to the water and sewer system (the "System Projects") (the "Improvements" and the "System Projects", are collectively referred to as the "Project"); and

D. WHEREAS, the Improvements and all their components have been ordered prior to the date hereof, after a hearing thereon for which notice was given describing the Improvements or all their components by general nature, estimated cost, and area to be assessed; and

E. WHEREAS, the City has retained David Drown Associates, Inc., in Minneapolis, Minnesota ("David Drown"), as its independent financial advisor for the sale of the Bonds and was therefore authorized to sell the Bonds by private negotiation in accordance with Minnesota Statutes, Section 475.60, Subdivision 2(9) and proposals to purchase the Bonds have been solicited by David Drown; and

F. WHEREAS, the proposals set forth on Exhibit A attached hereto were received by the Administrator-Clerk-Treasurer, or designee, at the offices of David Drown at 11:00 A.M. this same day pursuant to the Terms of Proposal established for the Bonds; and

G. 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 Council of the City of Fairfax, Minnesota, as follows:

1. Acceptance of Proposal. The proposal of Robert W. Baird & Co., Inc. (the "Purchaser"), to purchase the Bonds in accordance with the Terms of Proposal, at the rates of interest hereinafter set forth, and to pay therefor the sum of \$3,881,825.00, plus interest accrued to settlement, is hereby found, determined and declared to be the most favorable proposal

received and is hereby accepted and the Bonds are hereby awarded to the Purchaser. The Administrator-Clerk-Treasurer is directed to retain the deposit of the Purchaser and to return to the unsuccessful bidders any good faith checks or drafts.

2. Bond Terms.

(a) Original Issue Date; Denominations; Maturities; Term Bond Option. The Bonds shall be dated May 1, 2012, as the date of original issue and 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 on February 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2014	\$ 35,000	2024	\$ 245,000
2015	35,000	2025	250,000
2016	35,000	2026	255,000
2017	165,000	2027	265,000
2018	165,000	2028	275,000
2019	170,000	2029	220,000
2020	175,000	2030	225,000
2021	225,000	2031	230,000
2022	230,000	2032	240,000
2023	235,000	2033	250,000

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) Allocation. The aggregate principal amount of \$1,975,000 maturing in each of the years and amounts hereinafter set forth are issued to finance the Improvements (the "Improvement Portion"); and the aggregate principal amount of \$1,950,000 maturing in each of the years and amounts hereinafter set forth are issued to finance the System Projects (the "System Portion"):

<u>Year</u>	<u>Improvement Portion</u> <u>(Amount)</u>	<u>System Portion</u> <u>(Amount)</u>	<u>Total Amount</u>
2014	\$ 35,000		\$ 35,000
2015	35,000		35,000
2016	35,000		35,000
2017	105,000	\$ 60,000	165,000
2018	105,000	60,000	165,000
2019	110,000	60,000	170,000
2020	115,000	60,000	175,000
2021	115,000	110,000	225,000

2022	120,000	110,000	230,000
2023	120,000	115,000	235,000
2024	125,000	120,000	245,000
2025	130,000	120,000	250,000
2026	130,000	125,000	255,000
2027	135,000	130,000	265,000
2028	140,000	135,000	275,000
2029	80,000	140,000	220,000
2030	80,000	145,000	225,000
2031	85,000	145,000	230,000
2032	85,000	155,000	240,000
2033	90,000	160,000	250,000

If Bonds are prepaid, the prepayments shall be allocated to the portions of debt service (and hence allocated to the payment of Bonds treated as relating to a particular portion of debt service) as provided in this paragraph. If the source of prepayment moneys is the general fund of the City, or other generally available source, the prepayment may be allocated to either or both of the portions of debt service in such amounts as the City shall determine. If the source of the prepayment is special assessments pledged to and taxes levied for the Improvements, the prepayment shall be allocated to the Improvement Portion of debt service. If the source of a prepayment is excess net revenues of the System pledged to the System Projects, the prepayment shall be allocated to the System Portion of debt service.

(c) 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 5 and 10 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 10 hereof, 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 5, make a notation of the reduction in principal amount on the panel provided on the Bond stating the amount so redeemed.

(d) 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 10. To the extent that the Beneficial Owners are designated as the transferee by the Holders, in accordance with paragraph 10, the Bonds will be delivered to the Beneficial Owners.

(iii) Nothing in this subparagraph (d) shall limit or restrict the provisions of paragraph 10.

(e) 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. Purpose. The Improvement Portion of the Bonds shall provide funds to finance the Improvements and the System Portion of the Bonds shall provide funds to finance the System Projects. The total cost of the Project, which shall include all costs enumerated in Minnesota Statutes, Section 475.65, is estimated to be at least equal to the amount of the Bonds. The City covenants that it shall do all things and perform all acts required of it to assure that work on the Project proceeds with due diligence to completion and that any and all permits and studies required under law for the Project are obtained.

4. Interest. The Bonds shall bear interest payable semiannually on February 1 and August 1 of each year (each, an "Interest Payment Date"), commencing February 1, 2013, 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>	<u>Maturity Year</u>	<u>Interest Rate</u>
2014	2.000 %	2024	2.500 %
2015	2.000	2025	2.750
2016	2.000	2026	3.000
2017	2.000	2027	3.000
2018	2.000	2028	3.000
2019	2.000	2029	3.000
2020	2.000	2030	3.000
2021	2.250	2031	3.100
2022	2.250	2032	3.100
2023	2.500	2033	3.250

5. Redemption. All Bonds maturing on February 1, 2019 and thereafter, shall be subject to redemption and prepayment at the option of the City on February 1, 2018, and on any date thereafter at a price of par plus accrued interest. Redemption may be in whole or in part of the Bonds subject to prepayment. If redemption is in part, the maturities and the principal amounts within each maturity to be redeemed shall be determined by the City; and if only part of the Bonds having a common maturity date are called for prepayment, the specific Bonds to be prepaid shall be chosen by lot by the Bond Registrar. Bonds or portions thereof called for redemption shall be due and payable on the redemption date, and interest thereon shall cease to accrue from and after the redemption date. Mailed notice of redemption shall be given to the paying agent and to each affected registered holder of the Bonds.

To effect a partial redemption of Bonds having a common maturity date, the Bond Registrar prior to giving notice of redemption shall assign to each Bond having a common

maturity date a distinctive number for each \$5,000 of the principal amount of such Bond. The Bond Registrar shall then select by lot, using such method of selection as it shall deem proper in its discretion, from the numbers so assigned to such Bonds, as many numbers as, at \$5,000 for each number, shall equal the principal amount of such Bonds to be redeemed. The Bonds to be redeemed shall be the Bonds to which were assigned numbers so selected; provided, however, that only so much of the principal amount of each such Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. If a Bond is to be redeemed only in part, it shall be surrendered to the Bond Registrar (with, if the City or Bond Registrar so requires, a written instrument of transfer in form satisfactory to the City and Bond Registrar duly executed by the Holder thereof or the Holder's attorney duly authorized in writing) and the City shall execute (if necessary) and the Bond Registrar shall authenticate and deliver to the Holder of the Bond, without service charge, a new Bond or Bonds having the same stated maturity and interest rate and of any Authorized Denomination or Denominations, as requested by the Holder, in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

6. Bond Registrar. Northland Trust Services, Inc., in Minneapolis, 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 12.

7. 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
RENVILLE COUNTY
CITY OF FAIRFAX

R- _____ \$ _____

GENERAL OBLIGATION UTILITY REVENUE AND IMPROVEMENT BOND, SERIES 2012A

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
_____ %	February 1,	May 1, 2012	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

THE CITY OF FAIRFAX, RENVILLE 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, unless called for earlier redemption, in the manner hereinafter set forth, the principal amount specified above, on the maturity date specified above, and to pay interest thereon semiannually on February 1 and August 1 of each year (each, an

"Interest Payment Date"), commencing February 1, 2013, 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 Northland Trust Services, Inc., in Minneapolis, 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.

Optional Redemption. All Bonds of this issue (the "Bonds") maturing on February 1, 2019, and thereafter, are subject to redemption and prepayment at the option of the Issuer on February 1, 2018, and on any date thereafter at a price of par plus accrued interest. Redemption may be in whole or in part of the Bonds subject to prepayment. If redemption is in part, the maturities and the principal amounts within each maturity to be redeemed shall be determined by the Issuer; and if only part of the Bonds having a common maturity date are called for prepayment, the specific Bonds to be prepaid shall be chosen by lot by the Bond Registrar. Bonds or portions thereof called for redemption shall be due and payable on the redemption date, and interest thereon shall cease to accrue from and after the redemption date. Mailed notice of redemption shall be given to the paying agent and to each affected Holder of the Bonds.

Selection of Bonds for Redemption; Partial Redemption. To effect a partial redemption of Bonds having a common maturity date, the Bond Registrar shall assign to each Bond having a common maturity date a distinctive number for each \$5,000 of the principal amount of such Bond. The Bond Registrar shall then select by lot, using such method of selection as it shall deem proper in its discretion, from the numbers assigned to the Bonds, as many numbers as, at \$5,000 for each number, shall equal the principal amount of such Bonds to be redeemed. The Bonds to be redeemed shall be the Bonds to which were assigned numbers so selected; provided, however, that only so much of the principal amount of such Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. If a Bond is to be redeemed only in part, it shall be surrendered to the Bond Registrar

(with, if the Issuer or Bond Registrar so requires, a written instrument of transfer in form satisfactory to the Issuer and Bond Registrar duly executed by the Holder thereof or the Holder's attorney duly authorized in writing) and the Issuer shall execute (if necessary) and the Bond Registrar shall authenticate and deliver to the Holder of the Bond, without service charge, a new Bond or Bonds having the same stated maturity and interest rate and of any Authorized Denomination or Denominations, as requested by the Holder, in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Bond so surrendered.

Issuance; Purpose; General Obligation. This Bond is one of an issue in the total principal amount of \$3,925,000, all of like date of original issue and tenor, except as to number, maturity, interest rate, denomination and redemption privilege, 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 May 8, 2012 (the "Resolution"), for the purpose of providing money to finance street improvements and improvements to the water and sewer system within the jurisdiction of the Issuer. This Bond is payable out of the General Obligation Utility Revenue and Improvement Bonds, Series 2012A Fund of the Issuer. 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 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 (except as otherwise provided herein with respect to the Record Date) 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; that the Issuer has covenanted and agreed with the Holders of the Bonds that it will impose and collect charges for the service, use and availability of its municipal water and sewer systems (the "System") at the times and in amounts necessary to produce net revenues, together with other sums pledged to the payment of the System Portion of the Bonds, as defined in the Resolution, adequate to pay all principal and interest when due on the System Portion of the Bonds; and that the Issuer will levy a direct, annual, irrevocable ad valorem tax upon all of the taxable property of the Issuer, without limitation as to rate or amount, for the years and in amounts sufficient to pay the principal and interest on System Portion of the Bonds as they respectively become due, if the net revenues from the System, and any other sums irrevocably appropriated to the Debt Service Account are insufficient therefor; 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 Fairfax, Renville 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 Administrator-Clerk-Treasurer, the corporate seal of the Issuer having been intentionally omitted as permitted by law.

Date of Registration:

Registrable by: NORTHLAND TRUST
SERVICES, INC.

Payable at: NORTHLAND TRUST
SERVICES, INC.

BOND REGISTRAR'S
CERTIFICATE OF
AUTHENTICATION

CITY OF FAIRFAX, RENVILLE COUNTY,
MINNESOTA

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

Mayor

Northland Trust Services, Inc.,
Minneapolis, Minnesota
Bond Registrar

Administrator-Clerk-Treasurer

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:

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

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

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and does hereby irrevocably constitute and appoint _____ attorney to transfer the Bond on the books kept for the registration thereof, 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 Bond in every particular, without alteration or any change whatever.

Signature Guaranteed: _____

Signature(s) must be guaranteed by a national bank or trust company or by a brokerage firm having a membership in one of the major stock exchanges or any other "Eligible Guarantor Institution" as defined in 17 CFR 240.17 Ad-15(a)(2).

The Bond Registrar will not effect transfer of this Bond unless the information concerning the transferee requested below is provided.

Name and Address: _____

(Include information for all joint owners if the Bond is held by joint account.)

8. Execution. The Bonds shall be in typewritten form, shall be executed on behalf of the City by the signatures of its Mayor and Administrator-Clerk-Treasurer and be sealed with the seal of the City; provided, as permitted by law, both signatures may be photocopied facsimiles and the corporate seal has been omitted. In the event of disability or resignation or other absence of either officer, the Bonds may be signed by the manual or facsimile signature of the officer who may act on behalf of the absent or disabled officer. In case either officer whose signature or facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of the Bonds, the signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until delivery.

9. Authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this resolution unless a Certificate of Authentication on the 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 May 1, 2012. The Certificate of Authentication so executed on each Bond shall be conclusive evidence that it has been authenticated and delivered under this resolution.

10. 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 9) 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 the Holder's 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 Administrator-Clerk-Treasurer is hereby authorized to negotiate and execute the terms of said agreement.

11. 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.

12. 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.

13. 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 12) 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.

14. Delivery; Application of Proceeds. The Bonds when so prepared and executed shall be delivered by the Administrator-Clerk-Treasurer to the Purchaser upon receipt of the purchase price, and the Purchaser shall not be obliged to see to the proper application thereof.

15. Fund and Accounts. There is hereby established a special fund to be designated "General Obligation Utility Revenue and Improvement Bonds, Series 2012A Fund" (the "Fund") to be administered and maintained by the Administrator-Clerk-Treasurer as a bookkeeping account separate and apart from all other funds maintained in the official financial records of the

City. The Fund shall be maintained in the manner herein specified until all of the Bonds and the interest thereon have been fully paid. The Operation and Maintenance Accounts heretofore established by the City shall continue to be maintained in the manner heretofore provided by the City. All moneys remaining after paying or providing for the items set forth in the resolution establishing the Operation and Maintenance Accounts shall constitute or are referred to as "net revenues" until the System Portion of the Bonds and the Outstanding Water Notes and Outstanding Sewer Note have been paid. There shall be maintained in the Fund the following separate accounts to which shall be credited and debited all income and disbursements of the System as hereinafter set forth. The Administrator-Clerk-Treasurer of the City and all officials and employees concerned therewith shall establish and maintain financial records of the receipts and disbursements of the System in accordance with this resolution. 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) Construction Account. To the Construction Account there shall be credited the proceeds of the sale of the Bonds, less accrued interest received thereon, capitalized interest and any amount paid for the Bonds in excess of the minimum bid, plus any special assessments levied with respect to the Improvements and collected prior to completion of the Improvements and payment of the costs thereof. From the Construction Account there shall be paid all costs and expenses of making the Improvements listed in paragraph 16 and all costs and expenses of the System Projects, including the cost of any construction contracts heretofore let and all other costs incurred and to be incurred of the kind authorized in Minnesota Statutes, Section 475.65. Moneys in the Construction Account shall be used for no other purpose except as otherwise provided by law; provided that the proceeds of the Bonds may also be used to the extent necessary to pay interest on the Bonds due prior to the anticipated date of commencement of the collection of taxes, special assessments or net revenues herein levied or covenanted to be levied; and provided further that if upon completion of the Improvements there shall remain any unexpended balance in the Construction Account, the balance (other than any special assessments) shall be transferred to the Debt Service Account or may be transferred by the Council to the fund of any other improvement instituted pursuant to Minnesota Statutes, Chapter 429, and provided further that any special assessments credited to the Construction Account shall only be applied towards payment of the costs of the Improvements upon adoption of a resolution by the City Council determining that the application of the special assessments for such purpose will not cause the City to no longer be in compliance with Minnesota Statutes, Section 475.61, Subdivision 1.

(b) Debt Service Account. There shall be maintained two separate subaccounts in the Debt Service Account to be designated the "Improvement Project Debt Service Subaccount" and the "System Projects 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 Project Debt Service Subaccount. To the Improvement Project Debt Service Subaccount there shall be credited: (A) all collections of special assessments herein covenanted to be levied with respect to the Improvements and either initially credited to the Construction Account and not already spent as permitted above and required to pay any principal and interest due on the Improvement Portion of the Bonds or collected subsequent to the completion of

the Improvements and payment of the costs thereof; (B) a pro rata share of all accrued interest received upon delivery of the Bonds; (C) a pro rata share of all capitalized interest in the amount of \$38,000 (together with interest earnings thereon and subject to such other adjustments as are appropriate to provide sufficient funds to pay interest on the Improvement Portion of the Bonds on or before February 1, 2013); (D) a pro rate share of all funds paid for the Improvement Portion of the Bonds in excess of the minimum bid; (E) any collections of all taxes herein or hereinafter levied for the payment of the Improvement Portion of the Bonds and interest thereon; (F) a pro rata share of all funds remaining in the Construction Account after completion of the Project and payment of the costs thereof; (G) all investment earnings on funds held in the Improvement Project Debt Service Subaccount; and (H) any and all other moneys which are properly available and are appropriated by the governing body of the City to the Improvement Project Debt Service Subaccount. The Improvement Project Debt Service Subaccount shall be used solely to pay the principal and interest and any premium for redemption of the Improvement Portion of the Bonds and any other general Obligation Utility Revenue and Improvement Bonds of the City hereafter issued by the City and made payable from said subaccount as provided by law.

- (ii) System Projects Debt Service Subaccount. To the System Projects Debt Service Subaccount there shall be credited: (A) the net revenues of the System not otherwise pledged and applied to the payment of other obligations of the City, in an amount, together with other funds which may herein or hereafter from time to time be irrevocably appropriated to the System Projects Debt Service Subaccount, sufficient to meet the requirements of Minnesota Statutes, Section 475.61 for the payment of the principal and interest of the System Portion of the Bonds; (B) a pro rata share of all accrued interest received upon delivery of the Bonds; (C) a pro rata share of all capitalized interest in the amount of \$44,000 (together with interest earnings thereon) and subject to such other adjustment as are appropriate to provide sufficient funds to pay interest on the System Portion of the Bonds on or before February 1, 2013; (D) a pro rate share of all funds paid for the System Portion of the Bonds in excess of the minimum bid; (E) any collections of all taxes which may hereafter be levied in the event that the net revenues of the System and other funds herein pledged to the payment of the principal and interest on the System Portion of the Bonds are insufficient therefore; (F) a pro rata share of all funds remaining in the Construction Account after completion of the Project and payment of the costs thereof; (G) all investment earnings on funds held in the System Projects Debt Service Subaccount; and (H) any and all other moneys which are properly available and are appropriated by the governing body of the City to the System Projects Debt Service Subaccount. The System Projects Debt Service Subaccount shall be used solely to pay the principal and interest and any premium for redemption of the System Portion of the Bonds and any other general Obligation Utility Revenue and Improvement Bonds of the City hereafter issued by the City and made payable from said subaccount as provided by law.

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 Construction Account, Operation and Maintenance Accounts or Debt Service Account (or any other City account which will be used to pay principal or interest to become due on the bonds payable therefrom) in excess of amounts which under then applicable federal arbitrage regulations may be invested without regard to yield shall not be invested at a yield in excess of the applicable yield restrictions imposed by said arbitrage regulations on such investments after taking into account any applicable "temporary periods" or "minor portion" made available under the federal arbitrage regulations. 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 Internal Revenue Code of 1986, as amended (the "Code").

16. Covenants Relating to the Improvement Portion of the Bonds.

(a) Assessments. It is hereby determined that no less than twenty percent of the cost to the City of each Improvement financed hereunder within the meaning of Minnesota Statutes, Section 475.58, Subdivision 1(3), shall be paid by special assessments to be levied against every assessable lot, piece and parcel of land benefited by any of the Improvements. The City hereby covenants and agrees that it will let all construction contracts not heretofore let within one year after ordering each Improvement financed hereunder unless the resolution ordering the Improvement specifies a different time limit for the letting of construction contracts. The City hereby further covenants and agrees that it will do and perform as soon as they may be done all acts and things necessary for the final and valid levy of such special assessments, and in the event that any such assessment be at any time held invalid with respect to any lot, piece or parcel of land due to any error, defect, or irregularity in any action or proceedings taken or to be taken by the City or the City Council or any of the City officers or employees, either in the making of the assessments or in the performance of any condition precedent thereto, the City and the City Council will forthwith do all further acts and take all further proceedings as may be required by law to make the assessments a valid and binding lien upon such property. It is hereby determined that the assessments shall be 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 a rate per annum not greater than the maximum permitted by law and not less than the rates per annum shown opposite their collection years specified below:

<u>Improvement Designations</u>	<u>Levy Years</u>	<u>Collection Years</u>	<u>Rate</u>	<u>Amount</u>
2012 Improvement Project	2012-2031	2013-2032		See Attached Schedule

At the time the assessments are in fact levied the City Council shall, based on the then-current estimated collections of the assessments, make any adjustments in any ad valorem taxes required to be levied in order to assure that the City continues to be in compliance with Minnesota Statutes, Section 475.61, Subdivision 1.

(b) Tax Levy; Coverage Test. To provide moneys for payment of the principal and interest on the Improvement 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>Year of Tax Levy</u>	<u>Year of Tax Collection</u>	<u>Amount</u>
2012-2031	2013-2032	See Attached Schedule

The tax levies are such that if collected in full they, together with estimated collections of special assessments and other revenues herein pledged for the payment of the Improvement 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 Improvement Portion of the Bonds. The tax levies shall be irrevocable so long as any of the Improvement 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.

17. Covenants Relating to the System Portion of the Bonds.

(a) Sufficiency of Net Revenues. It is hereby found, determined and declared that the net revenues of the System are sufficient in amount to pay when due the principal of and interest on the System Portion of the Bonds and a sum at least five percent in excess thereof. The net revenues of the Water System are sufficient in amount to pay when due the principal of and interest on the Outstanding Water Notes and a sum at least five percent in excess thereof. The net revenues of the Sewer System are sufficient in amount to pay when due the principal of and interest on the Outstanding Sewer Note and a sum at least five percent in excess thereof. The net revenues of the System are hereby pledged on a parity lien with the Outstanding Water Notes and the Outstanding Sewer Note for the payment of the System Portion of the Bonds and shall be applied for that purpose, but solely to the extent required to meet the principal and interest requirements of the Bonds as the same become due. Nothing contained herein shall be deemed to preclude the City from making further pledges and appropriations of the net revenues of the System for the payment of other or additional obligations of the City, provided that it has first been determined by the City Council that the estimated net revenues of the System will be sufficient in addition to all other sources, for the payment of the System Portion of the Bonds and such additional obligations and any such pledge and appropriation of the net revenues may be made superior or subordinate to, or on a parity with the pledge and appropriation herein.

(b) Excess Net Revenues. Net revenues in excess of those required for the foregoing may be used for any proper purpose.

(c) Covenant to Maintain Rates and Charges. In accordance with Minnesota Statutes, Section 444.075, the City hereby covenants and agrees with the Holders of the Bonds that it will impose and collect charges for the service, use, availability and connection to the System at the times and in the amounts required to produce net revenues adequate to pay all principal and interest when due on the System Portion of the Bonds and the Outstanding Bonds. Minnesota Statutes, Section 444.075, Subdivision 2, provides as follows: "Real estate tax revenues should

be used only, and then on a temporary basis, to pay general or special obligations when the other revenues are insufficient to meet the obligations." Nothing in this resolution shall preclude the City from levying taxes pursuant to Minnesota Statutes, Section 115.46 to pay for the principal amount of the Bonds that financed improvements to the Sewer System.

18. 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.

19. Compliance With Reimbursement Bond Regulations. The provisions of this paragraph are intended to establish and provide for the City's compliance with United States Treasury Regulations Section 1.150-2 (the "Reimbursement Regulations") applicable to the "reimbursement proceeds" of the Bonds, being those portions thereof which will be used by the City to reimburse itself for any expenditure which the City paid or will have paid prior to the Closing Date (a "Reimbursement Expenditure").

The City hereby certifies and/or covenants as follows:

(a) Not later than sixty days after the date of payment of a Reimbursement Expenditure, the City (or person designated to do so on behalf of the City) has made or will have made a written declaration of the City's official intent (a "Declaration") which effectively (i) states the City's reasonable expectation to reimburse itself for the payment of the Reimbursement Expenditure out of the proceeds of a subsequent borrowing; (ii) gives a general and functional description of the property, project or program to which the Declaration relates and for which the Reimbursement Expenditure is paid, or identifies a specific fund or account of the City and the general functional purpose thereof from which the Reimbursement Expenditure was to be paid (collectively the "Project"); and (iii) states the maximum principal amount of debt expected to be issued by the City for the purpose of financing the Project; provided, however, that no such Declaration shall necessarily have been made with respect to: (i) "preliminary expenditures" for the Project, defined in the Reimbursement Regulations to include engineering or architectural, surveying and soil testing expenses and similar prefatory costs, which in the aggregate do not

exceed twenty percent of the "issue price" of the Bonds, and (ii) a *de minimis* amount of Reimbursement Expenditures not in excess of the lesser of \$100,000 or five percent of the proceeds of the Bonds.

(b) Each Reimbursement Expenditure is a capital expenditure or a cost of issuance of the Bonds or any of the other types of expenditures described in Section 1.150-2(d)(3) of the Reimbursement Regulations.

(c) The "reimbursement allocation" described in the Reimbursement Regulations for each Reimbursement Expenditure shall and will be made forthwith following (but not prior to) the issuance of the Bonds and in all events within the period ending on the date which is the later of three years after payment of the Reimbursement Expenditure or one year after the date on which the Project to which the Reimbursement Expenditure relates is first placed in service.

(d) Each such reimbursement allocation will be made in a writing that evidences the City's use of Bond proceeds to reimburse the Reimbursement Expenditure and, if made within 30 days after the Bonds are issued, shall be treated as made on the day the Bonds are issued.

Provided, however, that the City may take action contrary to any of the foregoing covenants in this paragraph upon receipt of an opinion of its Bond Counsel for the Bonds stating in effect that such action will not impair the tax-exempt status of the Bonds.

20. 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:

(a) to provide or provide or cause to be provided, to the Municipal Securities Rulemaking Board, by filing at www.emma.msrb.org, (i) at least annually, its audited financial statements for the most recent fiscal year, and (ii) notice of the occurrence of certain events with respect to the Bonds in not more than ten (10) business days after the occurrence of such event, in accordance with the Undertaking; and

(b) 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.

The Mayor and Administrator-Clerk-Treasurer 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.

21. General Obligation Pledge. For the prompt and full payment of the principal and interest on 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 net revenues of the System appropriated and pledged to the payment of principal and interest on the System Portion of the Bonds, together with other funds irrevocably appropriated to the System Projects Debt Service Subaccount herein established, shall at any time be insufficient to pay such principal and interest when due, the City covenants and agrees to levy, without limitation as to rate or amount an ad valorem tax upon all taxable property in the City sufficient to pay such principal and interest as it becomes due. If the balance in the Debt Service Account is ever insufficient to pay all principal and interest then due on 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 Debt Service Account when a sufficient balance is available therein.

22. Certificate of Registration. A certified copy of this resolution is hereby directed to be filed with the County Auditor of Renville County, together with such other information as the County Auditor shall require and there shall be obtained from the County Auditor a certificate that the Bonds have been entered in the County Auditor's Bond Register and that the tax levy required by law have been made.

23. 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 heretofore furnished, shall be deemed representations of the City as to the facts recited therein.

24. Negative Covenant as to Use of Bond Proceeds and Project. The City hereby covenants not to use the proceeds of the Bonds or to use the Project, or to cause or permit them to be used, or to enter into any deferred payment arrangements for the cost of the Project, 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.

25. Tax-Exempt Status of the Bonds; Rebate. The City shall comply with requirements necessary under the Code to establish and maintain the exclusion from gross income under Section 103 of the Code of the interest on the Bonds, including without limitation (i) requirements relating to temporary periods for investments, (ii) limitations on amounts invested at a yield greater than the yield on the Bonds, and (iii) the rebate of excess investment earnings to the United States if the Bonds (together with other obligations reasonably expected to be issued and outstanding at one time in this calendar year) exceed the small issuer exception amount of \$5,000,000.

For purposes of qualifying for the small issuer exception to the federal arbitrage rebate requirements for governmental units issuing \$5,000,000 or less of bonds, the City hereby finds, determines and declares that (i) the Bonds are issued by a governmental unit with general taxing powers; (ii) no Bond is a private activity bond; (iii) ninety five percent or more of the net proceeds of the Bonds are to be used for local governmental activities of the City (or of a

governmental unit the jurisdiction of which is entirely within the jurisdiction of the City); and (iv) the aggregate face amount of all tax exempt bonds (other than private activity bonds) issued by the City (and all entities subordinate to, or treated as one issuer with the City) during the calendar year in which the Bonds are issued and outstanding at one time is not reasonably expected to exceed \$5,000,000, all within the meaning of Section 148(f)(4)(D) of the Code.

26. 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 2012 will not exceed \$10,000,000;
- (e) not more than \$10,000,000 of obligations issued by the City during this calendar year 2012 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.

27. Official Statement. The Official Statement relating to the Bonds prepared and distributed by David Drown 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.

28. Governmental Bonds Post-Issuance Compliance Policies and Procedures. The City hereby approves the Governmental Bonds Post-Issuance Compliance Policies and Procedures in substantially the form presented to the City Council.

29. 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

30. 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.

The motion for the adoption of the foregoing resolution was duly seconded by member Fahey and, after a full discussion thereof and upon a vote being taken thereon, the following voted in favor thereof: Lois Gilles, Cindy Fahey, Todd Kiecker, Brad Augustin, Doug Pomplun.

and the following voted against the same: None

Whereupon the resolution was declared duly passed and adopted.

EXHIBIT A
Bid Tabulation

City of Fairfax, Minnesota
\$3,925,000
General Obligation Utility Revenue & Improvement Bonds, Series 2012A

SUMMARY OF BOND SALE RESULTS

Sale Date: 8 May, 2012

S & P Rated: A/Stable

Robert W. Baird & Co., Inc.

	2014 - 2020	2.00%	Purchase Price	\$ 3,881,825.00
	2021 - 2022	2.25%	Net Interest Cost	\$ 1,483,180.63
	2023 - 2024	2.50%	Net Interest Rate	2.9086%
	2025	2.75%		
	2026 - 2028	3.00%		
	2029 - 2030	3.00% *		
	2031 - 2032	3.10% *		
	2033	3.25%		

Morgan Keegan & Co., Inc.

	2014	1.00%	Purchase Price	\$ 3,953,094.80
	2015 - 2019	2.00%	Net Interest Cost	\$ 1,565,297.39
	2020	2.375%	Net Interest Rate	3.0696%
	2021	2.50%		
	2022	2.625%		
	2023 - 2024	2.75%		
	2025	2.875%		
	2026	3.00%		
	2027 - 2028	3.125%		
	2029	3.375%		
	2030 - 2031	3.85%		
	2032 - 2033	3.75%		

Northland Securities, Inc.

	2014 - 2020	2.00%	Purchase Price	\$ 3,881,825.00
	2021 - 2023	2.50%	Net Interest Cost	\$ 1,705,864.38
	2024 - 2026	3.00%	Net Interest Rate	3.3452%
	2027	3.10%		
	2028	3.25%		
	2029	3.40%		
	2030 - 2031	4.00% *		
	2032 - 2033	4.00% *		

* denotes Term Bonds

Reoffering Prices

<i>Year</i>	<i>Price</i>	<i>Year</i>	<i>Price</i>
2014	102.096	2022	100.513
2015	102.918	2023	101.326
2016	103.430	2024	100.527
2017	103.638	2025	101.316
2018	103.270	2026	102.101
2019	102.166	2027	101.571
2020	101.076	2028	101.043
2021	101.067	2029 - 2033	Par

TAX LEVIES AND ASSESSMENTS

<u>Levy Year</u>	<u>Collection Year</u>	<u>Levy Amount</u>	<u>Assessment Amount</u>
2012	2013	3,245	68,696
2013	2014	12,157	68,696
2014	2015	11,422	68,696
2015	2016	87,187	68,696
2016	2017	83,722	68,696
2017	2018	85,507	68,696
2018	2019	87,187	68,696
2019	2020	86,012	68,696
2020	2021	85,946	68,696
2021	2022	85,762	68,696
2022	2023	90,093	68,696
2023	2024	88,912	68,696
2024	2025	86,943	68,696
2025	2026	89,411	68,696
2026	2027	91,563	68,696
2027	2028	93,847	
2028	2029	92,167	
2029	2030	90,330	
2030	2031	93,343	
2031	2032	96,031	

Quotes for replacement of sidewalk were received from Salonek \$ 5.03/sq. ft. and Deming at \$ 4.85/sq.ft. Motion by Lois Gilles, second by Cindy Fahey to approve the sidewalk contract with Bob Deming for replacement of 10 sections of sidewalk at the Library and 3 sections of sidewalk West side of city hall at \$ 4.85/sq. ft. Motion carried.

CONSENT AGENDA: Motion by Lois Gilles, second by Cindy Fahey to approve consent agenda. Motion carried.

- 7.1 Approval of minutes dated April 11, 2012, Board of Review April 11, 2012
- 7.2 Salonek (Library Pay est. \$ 75,128.61
- 7.3 Dakota Supply Group Pay est. 4
- 7.4 Kuechle Pay est. # 1 \$ 50,224.06
- 7.5 Salonek Change request for excavation of plaza-library. (class of 60 donation) flag pole donation by Legion/VFW
- 7.6 Liability coverage waiver form – LMCIT
- 7.7 Claims for payment

American Engineering Test	ENGINEERING FEES	4,085.05
Ameripride Linen Services	LAUNDRY - LIQUOR STORE	316.96
Arctic Glacier	ICE	30.78
Arneson Distributing Inc	BEER & POP	1,891.25
Arnold's of Glencoe	EQUIPMENT REPAIRS	256.90
Arvig Communication System	INTERNET - PD	30.95
Bernicks Pepsi Cola	ICE MACHINE RENT & POP	1,042.14

Bernie Wenner	BUILDING INSPECTOR	1,954.96
Bolton & Menk	ENGINEERING	19,817.00
Border States	ELECTRIC SUPPLIES	3,322.39
Carmen Van Epps	2012 CIP REBATE	10.00
Center for Education & Emp	OFFICE EXP - PD	124.95
CenturyLink	VOICE DATA WIRING CITY HALL & PHONE BILLS	7,535.12
Chip Steak & Provision Com	SUPPLIES FOR RESALE	764.07
Clobes Sanitation	GARBAGE CONTRACT & PICKUP	3,117.00
Corner Cafe	ELECTION EXPENSE	138.12
Creative Product Source In	SUPPLIES - PD	500.38
Dakota Security Systems In	VAULT CLEAN & RESET COMBINATION	654.40
Dakota Supply Group	GAS METERS	13,723.30
Davis Typewriter Co Inc	COUNCIL CHAIRS	4,275.92
Dept of Employment & Econo	UNEMPLOYMENT BENEFIT	531.40
Duebers	SUPPLIES	114.40
Eide Bailly LLP	2011 AUDIT FEES	3,700.00
Fairfax Standard	ADVERTISING, PUBLISHING, PRINTING	1,254.30
Fairfax Veterinary Clinic	BOARDING FEES - STRAY PETS	20.00
Farm Merchantile Inc.	SUPPLIES	781.59
Ferguson Waterworks	WATER SUPPLIES	229.02
Fleet Services - Dept of A	LEASE PMT - SQUAD CAR	658.13
Frontier Bar	SUPPLIES FOR RESALE	166.65
General Code Publishers	UPDATE CODE BOOK	473.73
George's Pound	DJ LIQUOR STORE	300.00
Gerald Jandl	library shelves 51'	13,512.00
Gopher State One Call	LOCATES	77.95
Harry's Frozen Food	SUPPLIES FOR RESALE	56.00
Hawkins Water Treatment	CHEMICALS	15.00
Heggies Pizza	SUPPLIES FOR RESALE	372.50
Hermel Wholesale	SUPPLIES FOR RESALE	594.27
J.T. Services	3-PHASE CABINETS	3,255.94
Jack Kiecker	gas	100.00
Jahnke Water Inc.	WATER - LIBRARY	9.62
Jandl Cabinets &	MOVE COUNCIL DESK, DESK REPAIR	588.72
Jim Schroeder	MILEAGE	33.30
John Deere Financial	EQUIPMENT REPAIRS	48.30
Johnson Bros. Wholesale	LIQUOR	2,167.10
KEEPRS Inc/Cy's Uniforms	UNIFORMS - PD	95.98
Kuechle Underground Inc	PAY ESTIMATE 1	50,224.06
League of MN Cities	LMC REGISTRATION	590.00
Locher Bros. Inc.	BEER	5,824.95
MES - MIDAM	TURNOUT GEAR	754.00
MN Department of Revenue	APRIL SALES TAX	3,676.00
MN Municipal Utilities As	LINEWORKER TRAINING BOOKS	1,068.75
MN Valley Testing Lab.	WATER SAMPLE TESTING	305.50
MVRRRA	2012 FEE UTILITY CROSSINGS	300.00
Matheson Tri-Gas Inc	BEER GAS	94.37
Maynard's of Fairfax	SUPPLIES FOR RESALE	173.78
Mediacom	CABLE TV & INTERNET - BAR	209.18
Mikes Auto Parts	SHOP SUPPLIES	442.32
Missouri River Energy Ser	MONTHLY FEES	500.00
New Ulm Public Utilities	NATURAL GAS PURCH & TRANSP. REPAIRS	50,197.26
North Ambulance	INTERCEPT	225.00
Northern Lights Dist.	SUPPLIES FOR RESALE	2,361.73
Northland Trust Services I	BOND INTEREST PMT	49,228.75
Office Depot	OFFICE SUPPLIES	372.77
Phillips Wine & Spirits	LIQUOR	409.75
Pitney Bowes Inc.	POSTAGE	519.99
RVS Shredding	SHREDDING	270.00
Renville County	LANDFILL FEES	3,416.00
Riverside Auto Service	SQUAD CAR REPAIRS	269.29
SEH	ARCHITECT FEES	2,004.49
Salonek Concrete & Constru	LIBRARY PAYMENT	75,128.61
Schrader's Law Enforcement	POLICE EQUIPMENT	72.68
South Central College	FIREFIGHTER TRAINING REFRESHER	550.00
Southern Wine & Spirits of	LIQUOR & WINE	2,472.29
Steve's Bakery	SUPPLIES FOR RESALE	168.11
Tapper's Beer Line Servic	CLEAN BEER TAPS	32.50
Tierney Brothers Inc	SMART BOARD TRAINING	847.18
Tom VanHon	ATTORNEY FEES	1,000.00
Tow Distributing Corp.	BEER	5,387.37

US Bank	BOND INTEREST PMT	1,128.75
USA Blue Book	POOL MAINT SUPPLIES	130.37
Verizon Wireless	TELEPHONE	336.74
Vernus Buboltz	2012 CIP REBATE	25.00
Viking Coca-Cola Bo. Co.	POP	106.50
Waste Management	LANDFILL CHARGES	125.00
Weis Oil	GAS	721.20
Wells Fargo Insurance Serv	Wells Fargo Insurance Service,	7,252.00
Xcel Energy	TMI TRANSMISSION & MISO 10 PASS THROUGH	4,230.34
Younger & Walton PLLC	ATTORNEY FEES	1,000.00
Payroll Expense		41,784.99

FIRE RELIEF PENSION ANALYSIS: Motion by Cindy Fahey, second by Todd Kiecker to adopt Resolution 2012-14.

**Voluntary Statewide Lump-Sum
Volunteer Firefighter Retirement Plan
CITY OF FAIRFAX
RESOLUTION No.2012-14**

A RESOLUTION OPTING TO JOIN THE VOLUNTARY STATEWIDE LUMP-SUM VOLUNTEER FIREFIGHTER RETIREMENT PLAN

The City Council of the City of Fairfax, Minnesota, does ordain:

- WHEREAS: The City is authorized to join the Voluntary Statewide Lump-Sum Volunteer Firefighter Retirement Plan administered by the Public Employees Retirement Association (PERA); and
- WHEREAS: The City and the City's Fire Department Relief Association have jointly consented to and obtained a cost analysis for joining the Voluntary Statewide Lump-Sum Volunteer Firefighter Retirement Plan from PERA not less than 90 days ago; and
- WHEREAS: The City highly values the contributions of City Fire Department members to the safety and well being of our community and wishes to safeguard their pension investments in a prudent manner.

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FAIRFAX, MINNESOTA:

- 1) The City hereby approves coverage by and requests participation in the Voluntary Statewide Lump-Sum Volunteer Firefighter Retirement Plan administered by PERA under the terms provided in the PERA cost analysis at the \$1,500.00 benefit level per year of service; and
- 2) The City Clerk/Administrator and Mayor are hereby authorized to execute all documents necessary to effectuate the intent of this resolution.

The motion for the adoption of the foregoing resolution was proposed by Councilmember Cindy Fahey and was duly seconded by Councilmember Todd Kiecker and upon vote being taken thereon, the following voted in favor: Lois Gilles, Todd Kiecker, Cindy Fahey, Brad Augustin, Doug Pomplun.

And the following voted against the same: none

Whereupon said resolution was declared duly passed and adopted by the City Council of the City of Fairfax, on May 8, 2012.

RATE INCREASE AT POOL FOR 2012: Motion was made by Cindy Fahey, second by Lois Gilles to approve the following rate increases for the 2012 pool season. Motion carried.

- Increase Family (3) pass \$ 10.00 from \$90.00 to \$ 100.00.
- Increase swimming lessons \$ 5.00 & Private lessons \$ 10.00
- Pool parties increase from \$ 60.00/hr. to \$ 75.00/hr. 1 ½ hours from \$ 70.00 to \$ 85.00
- Lap swim season pass from \$ 10.00 to \$ 15.00.
Daily lap pass increase from \$ 1.00 to \$ 2.00.

STAFF REPORTS:

Marcia Seibert-Volz:

- Building permit issued in April:

Eric Nelson	shingle	\$6,800.00
Lamar Black	shingle	3,000.00
Shawn Lund	shingle	6,800.00

Ronald Winch	deck	4,968.00
Marlin Kiecker	shingle	5,000.00
Irene Rieke	shingle	1,950.00
Tom Cable	shingle	3,000.00
Ron Irwin	insulation	3,400.00
Juan Davila	shingle/siding	3,000.00
Robert Prax	shingle	3,000.00
Carmen VanEpps	shingle	7,000.00
Carol Brown	garage floor	4,800.00
Tom Borth	replace window	1,500.00
Roman Huiras	garage	23,000.00
Don Zimmerman	shingle	6,300.00
City of Fairfax	shingle	35,875.00
Juan Davila	addition, deck	13,289.40
Delores Tuchtenhagen	shingle	6,500.00
Larry Dallman	shingle	8,525.00

Motion by Lois Gilles, second by Todd Kiecker to approve the quote from Century Link in the amount of \$ 3,013.39 to install 14 data ports at the library. Motion carried.

Fairfax Auditorium roof anticipated start date is May 21, 2012.

Council was informed about the CEE Program (Home Energy Loans) offered to customers through the City's CMMPA membership. 0% loans term up to 36 months \$ 10,000 max. loan amount

2.99% term 60 months \$ 10,000 max. loan amount.

4.99% terms up to 120 months \$ 20,000 max. loan amount.

Tennis court surfacing in the 2012 budget was discussed. Marcia was directed to obtain two (2) quotes.

Water Tower Design/logo. Lois & Cindy volunteered to be on the committee with City Administrator.

Acknowledgements for a great job done by Connie Domeier for scheduling clean up day and all the volunteers needed.

Craig Marti: Water tower project will start up May 9th.

Water AMR's – 300 meters have been installed.

Purchasing transformer \$ 7,000.00-\$8,000.00 for underground project in alley between Fairview & Caseys.

City signs need maintenance. Edging around the signs or install curbing? Craig was directed to obtain estimate.

POLICE REPORT: No report.

COMMITTEE REPORTS: Personnel Committee recommended Jill Pelzel be hired for the Pool Manager position and that the Council make the position a Part time Permanent Seasonal Position. Motion was made by Lois Gilles, second by Brad Augustin to hire Jill Pelzel for Pool Manager. Motion carried.

Motion by Todd Kiecker, second by Brad Augustin to increase pool manager pay step to Pay step II and increase the pool staff base by .25 cents and give .25 cents for returning in same class position as the year before. Jim Prax will receive 1.8% increase for the 2012 park season. Motion carried.

Motion by Cindy Fahey, second by Todd Kiecker to change status for the Pool Manager to Permanent Part time Seasonal and set a commitment date of March 1st each year. Motion carried.

CORRESPONDENCE: none

COUNCIL CONCERNS: Council Fahey questioned the status of the Dave Fahey home. Marcia will contact Bernie Wenner and see when he is going to inspect since the court has approved entering the home. A report will be at the next meeting.

ADJOURNMENT: Motion by Lois Gilles, second by Cindy Fahey to adjourn at 8:00 p.m. Motion carried.

Doug Pomplun, Mayor