

PROCEEDINGS OF THE
BOARD OF ESTIMATE AND TAXATION
Regular Meeting - April 22, 2009
Wednesday
City Hall, Room 225 - 4:30 p.m.

The meeting was called to order by President Schwimmer at 4:30 p.m.
Present: Fine, Ostrow, Becker, Schwimmer.
Absent: Johnson, Rybak.

PETITIONS & COMMUNICATIONS.

Request from the Minneapolis Park & Recreation Board dated April 15, 2009
" Requesting the sale of Net Debt Bonds authorized for the 2008 & 2009
Capital Improvement Program relating to projects for the Park Board. Fine
moved to receive and file. Seconded by Becker. After discussion.
Adopted. Yeas - Fine, Ostrow, Becker, Schwimmer - 4. Nays - none.

OLD BUSINESS.

Internal Audit transition status - Bjorklund
discussion and direction to staff given

NEW BUSINESS.

The secretary reviewed with the Board the Status of Bond sale including the
following;

- a) projects NOT in sale due to the fact they have no location &
design review.
- b) current refunding issues for savings (current interest rates
below that which these bonds sold for & bonds are callable).
 - 1) The November 1998 \$ 19,200,000 GO Parking Ramp Bonds,
Series 1998. \$ 19,200,000 outstanding with interest
rates from 4.55% to 4.75%, callable December 1, 2008.
 - 2) The November 1998 \$ 61,400,000 GO Various Purpose Refunding
Bonds, Series 1998D. \$ 23,875,000 outstanding with
interest rates from 4.25% to 5.00%, callable December 1,
- c) sources & uses for the purposed sale
- d) purposed internal structures for the various bonds which are to
be consolidated for the May 13 sale.

Ostrow moved to approve the purposed internal structures for the various
purpose bonds all with December 1st maturities as follows:

- a) \$ 300,000 in diseased tree bonds \$ 60,000 in 2010, 2011, 2012,
2013, and 2014
- b) \$ 26,295,000 in net debt bonds \$ 8,165,000 in 2009, \$ 3,330,000
in 2010, \$ 1,200,000, \$ 4,700,000 in 2012, \$ 4,700,000 in 2013
and \$ 4,200,000 in 2014. With the net debt broken out \$
314,000 in 2009 for Misc projects, \$ 2,130,000 in 2009 for
Community Libraries, \$ 319,000 in 2009 for Parks, \$ 2,191,000
in 2009 for Parkways, \$ 1,403,000 in 2009 for Streets &
Bridges, \$ 1,130,000 in 2010, \$ 500,000 in 2011, \$ 2,500,000
in 2012 and \$ 2,000,000 in 2014, \$ 1,693,000 in 2009 for Public
Buildings \$ 2,000,000 in 2010, \$ 500,000 in 2011, \$ 2,000,000
in 2012, 2013 and 2014, \$ 115,000 in 2009 for Information
Technology, and \$ 200,000 in 2010, 2011, 2012, 2013 and 2014.

- c) \$ 4,000,000 in new water bonds \$ 315,000 in 2009, \$ 300,000 in 2010, \$ 200,000 in 2011, \$ 100,000 in 2012, \$ 1,085,000 in 2015, \$ 1,000,000 in 2016 & 2017.
- d) \$ 2,500,000 in new storm water bonds \$ 110,000 in 2009, \$ 300,000 in 2010, \$ 500,000 in 2011, \$ 530,000 in 2012, 2013 & 2014.
- e) \$ 5,800,000 in new sanitary sewer bonds \$ 500,000 in 2009, 2010 & 2011, \$ 700,000 in 2012, \$ 800,000 in 2013 & 2014, \$ 1,000,000 in 2015 & 2016.
- f) \$ 3,400,000 in parking bonds of which \$ 1,000,000 are convention center related and have their debt service paid by sales tax. \$ 680,000 in each year 2010 thru 2014 of which \$ 200,000 each year are convention center related maturities.
- g) \$ 19,200,000 1998 series bonds refunding of the Hawthorne Ramp, \$ 275,000 in 2010, \$ 135,000 in 2011, \$ 240,000 in 2011, \$ 600,000 in 2016, \$ 500,000 in 2017, \$ 1,200,000 in 2018, \$ 2,950,000 in 2019, \$ 2,800,000 in 2020, \$ 2,700,000 in 2021 & 2022, \$ 2,600,000 in 2023 and \$ 2,500,000 in 2024.
- h) \$ 23,875,000 1998D series refunding bonds
 - 1) \$ 4,350,000 Haff Ramp bonds \$ 900,000 in 2009, \$ 1,125,000 in 2010, \$ 1,150,000 in 2011 and \$ 1,175,000 in 2012
 - 2) \$ 6,910,000 storm water bonds \$ 970,000 in 2012, 2013, 2014, \$ 1,500,000 in 2015 and \$ 2,500,000 in 2016.
 - 3) \$ 12,615,000 water bonds \$ 115,000 in 2015, \$ 2,000,000 in 2016, \$ 1,200,000 in 2022, \$ 1,300,000 in 2023, \$ 4,000,000 in 2024 & 2025.

Seconded by Becker. After discussion. Adopted. Yeas - Fine, Ostrow, Becker, Schwimmer - 4. Nays - none.

The secretary review the purposed Bond sale authorization resolution for a total sale of \$ 85,370,000 comprised of \$ 42,295,000 in new money and \$ 43,075,000 of refunding bonds for the Board's consideration. Fine moved the resolution (see resolution). Seconded by Ostrow. After discussion. Adopted. Yeas - Fine, Ostrow, Becker, Schwimmer - 4. Nays - none.

The secretary reviewed the "Terms of Proposal" for the May 13 \$ 85,370,000 General Obligation Various Purpose Bonds, Series 2009". Ostrow moved the Terms of Proposal (see Terms of Proposal) with authorization for the Secretary to the Board with the approval of Bond Counsel to make changes, adjustments and corrections. . Seconded by Fine. After discussion. Adopted. Yeas - Fine, Ostrow, Becker, Schwimmer - 4. Nays - none.

REPORTS.

The secretary reviewed the following reports with the Board, R-1. Variable Rates (Tax Exempt) as of April 15 & 22

ADJOURNMENT.

Ostrow moved to adjourn; seconded by Becker. Adopted. Meeting adjourned at 5:25 p.m.



#1

Request for Park Board Committee Action

TO: Park Board Planning Committee

PREPARED BY: Judd Rietkerk, Director of Planning & Project Management

SUBJECT: Requesting Sale of Net Debt Bonds Authorized for 2008 and 2009 Capital Improvement Projects.

COMMITTEE ACTION DATE:

FULL BOARD ACTION DATE: April 15, 2009

ACTION:

That the Board approve the attached Resolution NO 2009-___ Requesting the Board of Estimate and Taxation sell Net Debt Bonds for the Park Board's 2008 and 2009 Capital Improvement Projects and Diseased Tree Removal Programs.

ACTION REQUESTED BY: Planning and Project Management Department

SUPERINTENDENT'S RECOMMENDATION: APPROVAL

Project Scope and History:

Annually the Park Board prepares the attached resolution and request that net debt bonds be sold to finance the capital improvement projects.

The December 12, 2007 action taken by the City Council authorized the following bond amounts and projects:

\$319,000 East Phillips Cultural and Community Center

The December 11, 2008 action taken by the City Council authorized the following bond amounts and projects:

\$141,000 Pedestrian Bridge Rehabilitation

\$500,000 Diseased Tree Removal

FUNDING

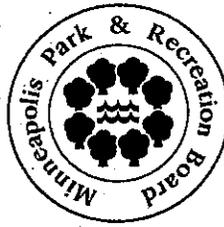
The 2008 CIP plan assumes a net debt bond funding level of \$319,000. The total amount of capital improvements bond financing approved for 2008 was \$319,000.

The 2009 CIP plan assumes a net debt bond funding level of \$141,000. In addition, the plan anticipates Special Assessment Bonds for Diseased Tree Removal in the amount of \$500,000. The total amount of bond financing approved was \$641,000.

The attached resolution incorporates the actions take by the City Council for the 2008 and 2009 Capital Improvement plans and request that the Board of Estimate and Taxation issued bond for the specified projects

Questions should be referred to Judd Rietkerk at 612-230-6409.

ATTACHMENTS:
RESOLUTION NO 2009-____



**Minneapolis Park & Recreation Board
RESOLUTION NO. 2009 - ____**

**REQUESTING THE CITY COUNCIL AND THE BOARD OF ESTIMATE AND TAXATION
SELL NET DEBT AND SPECIAL ASSESSMENTS BONDS
TO FINANCE THE PARK BOARD'S CAPITAL IMPROVEMENTS PROGRAM**

WHEREAS, the City Council adopted the City's Capital Improvement Program and Diseased Tree Removal Program for 2008 on December 12, 2007, and

WHEREAS, the 2008 Capital Improvement Bond Program included \$319,000 Park Board projects; and

WHEREAS, the City Council adopted the City's Capital Improvement Program for 2009 on December 11, 2008, and

WHEREAS, the 2009 Capital Improvement Bond Program included \$141,000 Park Board projects; and

WHEREAS, the 2009 Diseased Tree Removal Program is \$500,000; and

WHEREAS, these projects have now been identified;

NOW, THEREFORE, BE IT RESOLVED THAT THE MINNEAPOLIS PARK AND RECREATION BOARD (BOARD) requests the City Council to incur indebtedness and sell bonds for the projects identified herein; and as adopted in City Council Resolutions 2007R-645, 2008R-545 and 2008 R-547:

| | |
|---|------------|
| 2008 East Phillip Cultural and Community Center | \$ 319,000 |
| 2009 Pedestrian Bridge Rehabilitation | \$ 141,000 |
| 2009 Diseased Tree Removal Program | \$ 500,000 |
| Total Bond Sale | \$ 960,000 |

BE IT FURTHER RESOLVED THAT THE BOARD request the City Council incur indebtedness and sell bonds in a single amount of \$960,000 for Park site improvements and the Diseased Tree Removal Program; and

BE IT FURTHER RESOLVED THAT THE BOARD requests the Board of Estimate and Taxation to incur indebtedness and issue and sell City of Minneapolis bonds in an amount up to \$960,000 for the above listed projects.

Adopted by the Park and Recreation Board
In formal meeting assembled on April 15, 2009.

Tom Nordyke, President

Don Siggelkow, Secretary

Approved:

R.T. Rybak, Mayor



**Request for City Council Committee Action
From the Finance Department**

Date: April 20, 2009
To: Ways and Means/Budget Committee
Referral to: Board of Estimate & Taxation

Subject: Refunding of General Obligation Bonds

Recommendation: The City Council to adopt the resolution requesting the Board of Estimate & Taxation to Issue General Obligation Refunding Bonds in compliance with applicable Minnesota Statutes.

Previous Directives: Various existing General Obligation Bonds currently outstanding were issued at the request of the City Council.

Prepared or Submitted by Michael Abeln, Director, Capital & Debt Management, 612-673-3496

Approved by: Patrick Born, City Finance Officer _____

Steven Bosacker, City Coordinator _____

Presenters in Committee: Patrick Born, City Finance Officer, 612-673-3375

Financial Impact (Check those that apply)

No financial impact - or - **Action is within current department budget.**
(If checked, go directly to Background/Supporting Information)

Other financial impact (Explain): Approval of Current Refunding for interest savings

Request provided to the Budget Office when provided to the Committee Coordinator

Community Impact (use any categories that apply)

Neighborhood Notification

City Goals

Comprehensive Plan

Zoning Code

Other

Not applicable

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Background/Supporting Information Attached

The City currently has two General Obligation fixed rate bond series which carry interest rates at above the current market conditions and are now callable. This results in an opportunity to capture debt service savings by refunding these bonds and reissuing them at current interest rates. There is also an additional issue that will become callable on December 1, 2009.

The following details describe the two issues to be refunded immediately and a third series to be refunded later this fall if interest rates are still favorable;

(i) The November 1998 \$19,200,000 General Obligation Parking Ramp Bonds, Series 1998, (\$19,200,000 is still outstanding and callable) with a call date of December 1, 2008 and maturities and rates as follows;

| | | |
|------|--------------|---------------|
| 2014 | \$ 800,000 | at 4.55%, |
| 2015 | \$ 900,000 | at 4.60%, |
| 2016 | \$ 1,000,000 | at 4.65%, |
| 2017 | \$ 1,075,000 | at 4.70%, |
| 2018 | \$ 1,200,000 | at 4.75%, |
| 2019 | \$ 1,300,000 | at 4.75%, |
| 2020 | \$ 1,425,000 | at 4.75%, |
| 2021 | \$ 1,550,000 | at 4.75%, |
| 2022 | \$ 1,675,000 | at 4.75%, |
| 2023 | \$ 1,825,000 | at 4.75%, |
| 2024 | \$ 1,975,000 | at 4.75%, |
| 2025 | \$ 2,150,000 | at 4.75%, and |
| 2026 | \$ 2,325,000 | at 4.75%. |

(ii) The November 1998 \$61,400,000 General Obligation Various Purpose Refunding Bonds, Series 1998D, (\$23,875,000 is still outstanding and callable) with a call date December 1, 2008 and maturities and rates as follows;

| | | |
|------|--------------|---------------|
| 2009 | \$ 1,890,000 | at 4.25%, |
| 2010 | \$ 1,995,000 | at 5.00%, |
| 2011 | \$ 1,865,000 | at 5.00%, |
| 2012 | \$ 1,970,000 | at 5.00%, |
| 2013 | \$ 1,855,000 | at 5.00%, |
| 2014 | \$ 845,000 | at 5.00%, |
| 2015 | \$ 2,385,000 | at 5.00%, |
| 2016 | \$ 6,370,000 | at 5.00%, and |
| 2017 | \$ 4,700,000 | at 5.00%. |

The \$23,875,000 of outstanding bonds is comprised of: \$12,615,000 of Water Bonds, \$6,910,000 of CSO Bonds and \$4,350,000 of Parking Bonds.

(iii) The December 2000, \$22,820,000 General Obligation Various Purpose Bonds, Series 2000B, (\$16,800,000 callable) with a call date of December 1, 2009 and maturities and rates as follows;

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2010 \$ 5,800,000 at 4.75%,
2011 \$ 5,300,000 at 4.75%,
2012 \$ 5,700,000 at 4.75%.

All of these bonds relate to Information Technology project financing.

The Finance department recommends the City Council adopt the attached resolution requesting the Board of Estimate & Taxation to issue and sell City of Minneapolis General Obligation Refunding Bonds to refund the above issues. The structuring of the refunding issues will be done after the affected enterprise fund pro formas have been updated. The Finance officer will report the results back to the City Council after the completion of each refunding issuance.

W&M/Budget- Your Committee recommends passage of the accompanying resolution requesting the Board of Estimate to issue and sell City Minneapolis General Obligation Refunding Bonds in compliance with Minnesota Statutes.

**RESOLUTION 2009R-
By Ostrow**

Requesting that the Board of Estimate and Taxation incur indebtedness and issue and sell City of Minneapolis General Obligation Refunding Bonds to refund certain outstanding General Obligation Bonds of the City of Minneapolis for certain purposes other than the purchase of public utilities.

Resolved by The City Council of The City of Minneapolis:

That the Board of Estimate and Taxation be requested to incur indebtedness and issue and sell City of Minneapolis General Obligation Refunding Bonds for the purpose of one or more current refundings of the following obligations of the City of Minneapolis;

(i) The November 1998 \$19,200,000 General Obligation Parking Ramp Bonds, Series 1998, (\$19,200,000 still outstanding and callable) with a call date of December 1, 2008 and maturities and rates as follows;

| | | |
|------|--------------|---------------|
| 2014 | \$ 800,000 | at 4.55%, |
| 2015 | \$ 900,000 | at 4.60%, |
| 2016 | \$ 1,000,000 | at 4.65%, |
| 2017 | \$ 1,075,000 | at 4.70%, |
| 2018 | \$ 1,200,000 | at 4.75%, |
| 2019 | \$ 1,300,000 | at 4.75%, |
| 2020 | \$ 1,425,000 | at 4.75%, |
| 2021 | \$ 1,550,000 | at 4.75%, |
| 2022 | \$ 1,675,000 | at 4.75%, |
| 2023 | \$ 1,825,000 | at 4.75%, |
| 2024 | \$ 1,975,000 | at 4.75%, |
| 2025 | \$ 2,150,000 | at 4.75%, and |
| 2026 | \$ 2,325,000 | at 4.75%. |

(ii) The November 1998 \$ 61,400,000 General Obligation Various Purpose Refunding Bonds, Series 1998D, (\$23,875,000 still outstanding and callable) with a call date of December 1, 2008 and maturities and rates as follows;

| | | |
|------|--------------|---------------|
| 2009 | \$ 1,890,000 | at 4.25%, |
| 2010 | \$ 1,995,000 | at 5.00%, |
| 2011 | \$ 1,865,000 | at 5.00%, |
| 2012 | \$ 1,970,000 | at 5.00%, |
| 2013 | \$ 1,855,000 | at 5.00%, |
| 2014 | \$ 845,000 | at 5.00%, |
| 2015 | \$ 2,385,000 | at 5.00%, |
| 2016 | \$ 6,370,000 | at 5.00%, and |
| 2017 | \$ 4,700,000 | at 5.00%. |

The \$23,875,000 of outstanding bonds is comprised of; \$12,615,000 of Water Bonds, \$6,910,000 of CSO Bonds and \$4,350,000 of Parking Bonds.

(iii) The December 2000, \$ 22,820,000 General Obligation Various Purpose Bonds, Series 2000B, (\$16,800,000 callable) with a call date of December 1, 2009 and maturities and rates as follows;

2010 \$ 5,800,000 at 4.75%,
2011 \$ 5,300,000 at 4.75%; and
2012 \$ 5,700,000 at 4.75%.

All of these bonds relate to Information Technology project financing.

The Finance Officer shall report the results of each series of general obligation refunding bonds to the Council after the completion of the issuance of each refunding.

SOURCES AND USES OF FUNDS

SOURCES

Various Purpose Bonds, Series 2009 \$85,370,000
Total Sources \$85,370,000

USES

| | | |
|--|-------------|---------------------------|
| Capital Project Uses | | |
| Water Works Projects | \$4,000,000 | Water Fund Revenues |
| Sanitary Sewer Fund Projects | \$5,800,000 | Sewer Fund Revenues |
| Storm Water & Flood Mitigation Fund Projects | \$2,500,000 | Storm Water Fund Revenues |
| Parking Fund Projects | \$1,000,000 | Sales Tax Revenue |
| | 2,400,000 | Parking Fund Revenues |

Parking Totals \$3,400,000

| | | |
|--|---------------------|----------------|
| Net Debt Capital Program | | |
| Miscellaneous | \$314,000 | |
| Libraries | 2,130,000 | |
| Parks | 319,000 | |
| Parkways | 2,191,000 | |
| Streets & Bridges | 10,033,000 | |
| Public Buildings | 10,193,000 | |
| Information Technology | 1,115,000 | |
| Diseased Trees | 300,000 | |
| Net Debt Capital Program Totals | <u>\$26,595,000</u> | Property Taxes |
| Subtotal Capital Projects | <u>\$42,295,000</u> | |

Refunding Bonds

| | | |
|--|--------------|---------------------------|
| November 1998 GO Parking Ramp Bonds, Series 1998 | | |
| Parking Bonds | \$19,200,000 | Parking Fund Revenues |
| November 1998 GO Various Purpose Bonds, Series 1998D | | |
| Water Bonds | \$12,615,000 | Water Fund Revenues |
| CSO* Bonds | \$6,910,000 | Storm Water Fund Revenues |
| Parking Bonds | \$4,350,000 | Parking Fund Revenues |

Subtotal Refunding Bonds \$43,075,000

Total uses \$85,370,000

CSO* Combined Sewer Overflow

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Parking Bonds

| | | | |
|--|----------------------------|---------------------|-----------------------|
| November 1998 GO Parking Ramp Bonds, Series 1998 | Parking Bonds | \$19,200,000 | Parking Fund Revenues |
| November 1998 GO Various Purpose Bonds, Series 1998D | Parking Bonds | \$4,350,000 | Parking Fund Revenues |
| New Parking Fund Projects | Parking Bonds | \$2,400,000 | Parking Fund Revenues |
| | | <u>\$25,950,000</u> | |
| New Parking Fund Projects | Parking Bonds CC | | |
| | Rel | \$1,000,000 | Sales Tax Revenue |
| | Total Parking Bonds | \$26,950,000 | |

Water Bonds

| | | | |
|--|--------------------------|---------------------|---------------------|
| November 1998 GO Various Purpose Bonds, Series 1998D | Water Bonds | \$12,615,000 | Water Fund Revenues |
| New Water Works Projects | | \$4,000,000 | Water Fund Revenues |
| | Total Water Bonds | \$16,615,000 | Water Fund Revenues |

Storm Water & Flood Mitigation Bonds

| | | | |
|--|---|--------------------|---------------------------|
| November 1998 GO Various Purpose Bonds, Series 1998D | CSO* Bonds | \$6,910,000 | Storm Water Fund Revenues |
| New Storm Water & Flood Mitigation Fund Projects | Fd 7300 | \$2,500,000 | Storm Water Fund Revenues |
| | Total Storm Water & Flood Mitigation Bonds | \$9,410,000 | Storm Water Fund Revenues |

Sewer Bonds

| | | | |
|----------------------------------|--------------------------|--------------------|---------------------|
| New Sanitary Sewer Fund Projects | Fd 7100 | \$5,800,000 | Sewer Fund Revenues |
| | Total Sewer Bonds | \$5,800,000 | Sewer Fund Revenues |

| | <u>Summary</u> | <u>Total</u> | <u>New</u> | <u>Refundings</u> | |
|-------------------------------------|----------------|---------------------|---------------------|---------------------|-------------------|
| Property Tax Supported | | \$26,595,000 | \$26,595,000 | | Net Debt |
| Parking Fund | | 26,950,000 | 3,400,000 | 23,550,000 | Parking Bonds |
| Water Fund | | 16,615,000 | 4,000,000 | 12,615,000 | Water Bonds |
| Storm Water & Flood Mitigation Fund | | 9,410,000 | 2,500,000 | 6,910,000 | Storm Water Bonds |
| Sanitary Sewer Fund | | 5,800,000 | 5,800,000 | | Sewer Bonds |
| Totals | | \$85,370,000 | \$42,295,000 | \$43,075,000 | Totals |

Summary of the Sale

| | Total Various Purpose Bds | Net Debt Bonds | DT Bonds | Fund 7400 Water Bds | Fund 7100 | Fund 7300 | Fund 7500 Parking Bds | |
|---------------------------|---------------------------|----------------|-----------|---------------------|-------------|-------------|-----------------------|------|
| | \$85,370,000 | \$26,295,000 | \$300,000 | \$16,615,000 | \$5,800,000 | \$9,410,000 | \$26,950,000 | |
| 2009 | 9,990,000 | 8,165,000 | 0 | 315,000 | 500,000 | 110,000 | 900,000 | 2009 |
| 2010 | 6,570,000 | 3,330,000 | 60,000 | 300,000 | 500,000 | 300,000 | 2,080,000 | 2010 |
| 2011 | 4,425,000 | 1,200,000 | 60,000 | 200,000 | 500,000 | 500,000 | 1,965,000 | 2011 |
| 2012 | 9,155,000 | 4,700,000 | 60,000 | 100,000 | 700,000 | 1,500,000 | 2,095,000 | 2012 |
| 2013 | 7,740,000 | 4,700,000 | 60,000 | 0 | 800,000 | 1,500,000 | 680,000 | 2013 |
| 2014 | 7,240,000 | 4,200,000 | 60,000 | 0 | 800,000 | 1,500,000 | 680,000 | 2014 |
| 2015 | 3,700,000 | | | 1,200,000 | 1,000,000 | 1,500,000 | 0 | 2015 |
| 2016 | 7,100,000 | | | 3,000,000 | 1,000,000 | 2,500,000 | 600,000 | 2016 |
| 2017 | 1,500,000 | | | 1,000,000 | | | 500,000 | 2017 |
| 2018 | 1,200,000 | | | 0 | | | 1,200,000 | 2018 |
| 2019 | 2,950,000 | | | 0 | | | 2,950,000 | 2019 |
| 2020 | 2,800,000 | | | 0 | | | 2,800,000 | 2020 |
| 2021 | 2,700,000 | | | 0 | | | 2,700,000 | 2021 |
| 2022 | 3,900,000 | | | 1,200,000 | | | 2,700,000 | 2022 |
| 2023 | 3,900,000 | | | 1,300,000 | | | 2,600,000 | 2023 |
| 2024 | 6,500,000 | | | 4,000,000 | | | 2,500,000 | 2024 |
| 2025 | 4,000,000 | | | 4,000,000 | | | 0 | 2025 |
| 2026 | | | | | | | 0 | 2026 |
| | \$85,370,000 | \$26,295,000 | \$300,000 | \$16,615,000 | \$5,800,000 | \$9,410,000 | \$26,950,000 | |
| Average Life of the Bonds | 7.11 | 2.77 | 3.50 | 12.24 | 4.60 | 5.37 | 9.37 | |

3-D-1

3-D-2

| | Half Ramp Refunding 1998D | Hawthorne Ramp refunding Series 1998 | Total Parking Refundings | Total Parking New + Refundings | Total 2008 & 2009 Program | Fund 7500 pays | Sales Tax Pays |
|--------------------------|---------------------------|--------------------------------------|--------------------------|--------------------------------|---------------------------|--------------------|--------------------|
| 2009 | 450,000 | 0 | 450,000 | 450,000 | 0 | 0 | 0 |
| 2010 | 1,687,500 | 412,500 | 2,100,000 | 3,120,000 | 1,020,000 | 720,000 | 300,000 |
| 2011 | 2,875,000 | 337,500 | 3,212,500 | 4,912,500 | 1,700,000 | 1,200,000 | 500,000 |
| 2012 | 4,112,500 | 840,000 | 4,952,500 | 7,332,500 | 2,380,000 | 1,680,000 | 700,000 |
| 2013 | 0 | 0 | 0 | 3,060,000 | 3,060,000 | 2,160,000 | 900,000 |
| 2014 | 0 | 0 | 0 | 3,740,000 | 3,740,000 | 2,640,000 | 1,100,000 |
| 2015 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2016 | 0 | 4,500,000 | 4,500,000 | 4,500,000 | 0 | 0 | 0 |
| 2017 | 0 | 4,250,000 | 4,250,000 | 4,250,000 | 0 | 0 | 0 |
| 2018 | 0 | 11,400,000 | 11,400,000 | 11,400,000 | 0 | 0 | 0 |
| 2019 | 0 | 30,975,000 | 30,975,000 | 30,975,000 | 0 | 0 | 0 |
| 2020 | 0 | 32,200,000 | 32,200,000 | 32,200,000 | 0 | 0 | 0 |
| 2021 | 0 | 33,750,000 | 33,750,000 | 33,750,000 | 0 | 0 | 0 |
| 2022 | 0 | 36,450,000 | 36,450,000 | 36,450,000 | 0 | 0 | 0 |
| 2023 | 0 | 37,700,000 | 37,700,000 | 37,700,000 | 0 | 0 | 0 |
| 2024 | 0 | 38,750,000 | 38,750,000 | 38,750,000 | 0 | 0 | 0 |
| 2025 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2026 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Average | \$9,125,000 | \$231,565,000 | \$240,690,000 | \$252,590,000 | \$11,900,000 | \$8,400,000 | \$3,500,000 |
| Life of the Bonds | 4,350,000 | 19,200,000 | 23,550,000 | 26,950,000 | 3,400,000 | 2,400,000 | 1,000,000 |
| Average | 2.098 | 12.061 | 10.220 | 9.373 | 3.560 | 3.500 | 3.500 |

\$9,125,000 \$231,565,000 \$240,690,000 \$252,590,000 \$11,900,000 \$8,400,000 \$3,500,000

3-D-3

| | Water Refunding 1998D | Water New | Fund 7400 Water Bds | CSO Refunding 1998D | Storm Water New | Fund 7300 Storm Water Bds |
|------|--------------------------|--------------|------------------------|------------------------|-----------------------|------------------------------|
| 2009 | 0 | 315,000 | 315,000 | 0 | 110,000 | 110,000 |
| 2010 | 0 | 300,000 | 300,000 | 0 | 300,000 | 300,000 |
| 2011 | 0 | 200,000 | 200,000 | 0 | 500,000 | 500,000 |
| 2012 | 0 | 100,000 | 100,000 | 970,000 | 530,000 | 1,500,000 |
| 2013 | 0 | 0 | 0 | 970,000 | 530,000 | 1,500,000 |
| 2014 | 0 | 0 | 0 | 970,000 | 530,000 | 1,500,000 |
| 2015 | 115,000 | 1,085,000 | 1,200,000 | 1,500,000 | | 1,500,000 |
| 2016 | 2,000,000 | 1,000,000 | 3,000,000 | 2,500,000 | | 2,500,000 |
| 2017 | 0 | 1,000,000 | 1,000,000 | | | 0 |
| 2018 | 0 | | 0 | | | 0 |
| 2019 | 0 | | 0 | | | 0 |
| 2020 | 0 | | 0 | | | 0 |
| 2021 | 0 | | 0 | | | 0 |
| 2022 | 1,200,000 | | 1,200,000 | | | 0 |
| 2023 | 1,300,000 | | 1,300,000 | | | 0 |
| 2024 | 4,000,000 | | 4,000,000 | | | 0 |
| 2025 | 4,000,000 | | 4,000,000 | | | 0 |
| 2026 | 0 | | 0 | | | 0 |
| | \$12,615,000 | \$4,000,000 | \$16,615,000 | \$6,910,000 | \$2,500,000 | \$9,410,000 |
| | 14.173 | 6.128 | 12.236 | 6.020 | 3.564 | 5.367 |

RESOLUTION

#21

(By _____)

Relating to and providing for the issuance and sale of bonds of the City of Minneapolis in the amount of \$85,370,000.

**RESOLVED BY THE BOARD OF ESTIMATE AND TAXATION
OF THE CITY OF MINNEAPOLIS**

1. Under and pursuant to the provisions of Sections 9 and 10 of Chapter 15 [Board of Estimate and Taxation] of the Charter of the City of Minneapolis, adopted at an election held on November 2, 1920, as amended (the "Charter"), the Board of Estimate and Taxation of the City of Minneapolis (the "Board") shall proceed forthwith to issue and sell General Obligation Various Purpose Bonds, Series 2009 (the "Various Purpose Bonds"), of the City of Minneapolis (the "City"), in the original aggregate principal amount of \$85,370,000, the proceeds thereof to be applied to the following purposes and in the following respective amounts:

(a) \$3,400,000 pursuant to resolution Nos. 2008R-550 (\$1,700,000) and 2007R-651 (\$1,700,000) of the City Council of the City, the proceeds thereof to be used for improvements in the parking ramp system of the City, including \$1,000,000 on ramps that are convention center related facilities.

(b) \$4,000,000 pursuant to Resolution No. 2007R-650 of the City Council of the City, the proceeds thereof to be used for the acquisition and construction of improvements to the City's water system for WTR15 Pump Station #4 Rehabilitation.

(c) \$2,500,000 pursuant to Resolutions No. 2009R-096 of the City Council of the City, the proceeds thereof to be used for PSD02, the Hiawatha Facility.

(d) \$5,800,000 pursuant to Resolution Nos. 2009R-096 and 2008R-548 of the City Council of the City, the proceeds thereof to be used for sanitary sewer related projects described therein, including: (i) SW901 Sanitary Tunnel & Sewer Rehab 2009 Program (\$250,000); (ii) SW936 Infiltration and Inflow Removal 2009 Program (\$1,850,000); (iii) SW937 Irving Sewer Tunnel (\$3,450,000); and (iv) PSD02 the Hiawatha Facility (\$250,000).

(e) \$300,000 pursuant to Resolution No. 2008R-545 of the City Council of the City, and a resolution of the Park Board, the proceeds thereof to be used by the Park and Recreation Board in its 2009 Diseased Tree Removal Program.

(f) \$319,000 of net debt bonds pursuant to Resolution No. 2007R-648 of the City Council of the City, to be used by the Park Board PRH17 East Phillips Community Center.

(g) \$2,130,000 of net debt bonds pursuant to Resolutions No. 2006R-614 (as amended by 2007R-479 and 2007R-568) and resolutions of the Library Board adopted on May 16, 2007 and October 9, 2007 for the Community Library system improvements.

- (h) \$94,000 to pay and reimburse costs of the Board of Estimate and Taxation.
- (i) \$23,752,000 of net debt bonds to be used for the following authorized purposes:
- (i) PSD02 Public Works Facilities 2006 Program (\$2,862,000) pursuant to Resolution No. 2005R-661;
 - (ii) BIK01 Cedar Lake Trail Phase III 2006 Program (\$283,000) pursuant to Resolution No. 2005R-661;
 - (iii) FIR01 City/CO ECO Tng Facility 2007 (\$1,750,000) pursuant to Resolution No. 2006R-614.
 - (iv) BIK01 Cedar Lake Trail Phase III 2007 Program (\$580,000) pursuant to Resolution No. 2006R-614.
 - (v) Lake Street Reconstruction and Streetscape Project (\$254,000) pursuant to Resolution No. 2007-214.
 - (vi) PV056 Street Resurfacing Program 2008 (\$100,000) pursuant to Resolution No. 2008R-064 and 2008R-065.
 - (vii) Various public infrastructure improvements pursuant to Resolution No. 2007R-648 (\$5,775,000) the proceeds thereof to be used for the following authorized purposes:

| Purpose | Remaining Authorized Amount | Deferred | Issue in 2009 |
|---|-----------------------------|----------|---------------|
| BIK13 River Lake Greenway E of I-35W 2008 Program | 14,000 | | 14,000 |
| BIS802 BIS Central Traffic Signal Comp Replacement 2008 Program | 50,000 | | 50,000 |
| BIS804 BIS Enterprise Infrastructur Upgrade 2008 Program | 265,000 | | 265,000 |
| BR101 Major Bridge Repair 2008 Program | 100,000 | | 100,000 |
| CDA01 Heritage Park Redevelopment 2008 Program | 1,000,000 | 181,000 | 819,000 |
| MBC02 Mechanical System Upgrades 2008 Program | 200,000 | | 200,000 |
| PSD801 Facilities Repair & Improvement 2008 Program | 800,000 | | 800,000 |
| PSD811 Energy Conservation & Emissions Reduction 2008 Program | 400,000 | | 400,000 |
| FIR01 City ECO Training Facility 2008 Program | 1,509,000 | | 1,509,000 |
| PV001 Parkway Paving 2008 Program | 100,000 | | 100,000 |
| TR807 Traffic & Pedestrian Safety Imp 2008 | 243,000 | | 243,000 |

| | | |
|--|---------|---------|
| PV043 54 th St W Upton Av S to Penn Av S 2008 Program | 450,000 | 450,000 |
| PV047 3 rd Av N Washington Av to 5 th St N 2008 Program | 450,000 | 450,000 |
| PV054 Marquette Av & 2 nd Av Reforestation 2008 Program | 200,000 | 200,000 |
| PV055 Washington Blvd Functional Improvements 2008 Program | 75,000 | 75,000 |
| TR810 Traffic Management Systems 2008 Program | 100,000 | 100,000 |

(viii) Various public infrastructure improvements pursuant to Resolution No. 2008R-547, as amended by 2009R-094 (\$12,148,000) the proceeds thereof to be used for the following authorized purposes:

| Purpose | Remaining Authorized Amount | Deferred | Issue in 2009 |
|--|-----------------------------------|-----------|---------------|
| ART01 Art in Public Places 2009 Program | 317,000 | 97,000 | 220,000 |
| BIS902 BIS Central Traffic Signal Comp Replacement 2009 Program | 50,000 | | 50,000 |
| BIS903 BIS Enterprise Document Management 2009 Program | 50,000 | | 50,000 |
| BIS910 BIS Finance System Upgrade | 700,000 | | 700,000 |
| BIK906 U of MN Trail Phase III 2009 Program | 130,000 | | 130,000 |
| BR901 Major Bridge Repair 2009 Program | 300,000 | | 300,000 |
| FIR901 City ECO Training Facility 2009 Program | 1,764,000 | 1,164,000 | 600,000 |
| MBC02 Mechanical System Upgrades 2009 Program | 500,000 | | 500,000 |
| MPD905 Strategic Information Center 2009 Program | 372,000 | | 372,000 |
| PSD901 Facilities & Repair 2009 Program | 900,000 | | 900,000 |
| PSD903 Facilities Space Improvements 2009 Program | 300,000 | | 300,000 |
| PV901 Parkway Paving 2009 Program | 2,550,000 | 750,000 | 1,800,000 |
| PV903 Street Renovation 2009 Program | 1,815,000 | 200,000 | 1,615,000 |
| PV906 Alley Renovation 2009 Program | 200,000 | | 200,000 |
| PV929 Chicago Av S 8 th St S to 28 th St E 2009 Program | 355,000 | | 355,000 |
| PV941 Glenwood Av 2 nd Av St Reconstruction 2009 Program | 20,000 | | 20,000 |
| PV947 3 rd Av N St Reconstruction 2009 Program | 345,000 | 100,000 | 245,000 |
| PV949 1 st Av one-way to two-way 2009 Program | 265,000 | | 265,000 |
| PV950 Hennepin Av one-way to two-way 2009 Program | 90,000 | | 90,000 |

| | | | |
|--|-----------|---------|-----------|
| PV956 Pavement Resurfacing 2009 Program | 2,400,000 | 650,000 | 1,750,000 |
| TR903 LED Replacement 2009 Program | 200,000 | | 200,000 |
| TR908 Parkway Lighting Replacement 2009 Program | 291,000 | | 291,000 |
| TR910 Traffic Management System 2009 Program | 195,000 | | 195,000 |
| TR911 City Street Lighting Renovation 2009 Program | 1,000,000 | 250,000 | 750,000 |
| TR913 RR Crossings Safety Improvements 2009 Program | 335,000 | 135,000 | 200,000 |
| TR915 Safe Routes to School 2009 Program | 50,000 | | 50,000 |

(j) Various bonds pursuant to Resolution No. 2009R-zzz the proceeds thereof to be used for the following authorized purposes:

(i) \$19,200,000 for a current refunding of the November 1998, \$19,200,000 General Obligation Parking Ramp Bonds, Series 1998 with call date of December 1, 2008. Bonds are expected to be called July 1, 2009.

(ii) \$23,875,000 for a current refunding of the November 1998 \$61,400,00 General Obligation Various Purpose Refunding Bonds, series 1998D with a call date of December 1, 2008. Bonds are expected to be called July 1, 2009. This issue is comprised of the following; \$12,615,000 of Water Bonds, \$6,910,000 of CSO (Storm Water) Bonds and \$4,350,000 of Parking Bonds.

2. Costs of issuance with respect to the Various Purpose Bonds are to be paid first from any premium received on the bond sale with any remaining cost to be prorated and paid from the following funds: (i) Water Fund; (ii) Storm Water Fund; (iii) Sewer Fund; and (iv) Bond Redemption Fund. Board staff is authorized to use Springsted Incorporated for sale administration and American Financial Printing, Inc. to produce the Official Statement and related electronic documents.

(Remainder of page intentionally left blank.)

3. The Various Purpose Bonds shall mature on December 1 in the years and amounts as follows:

| <u>Maturity (December 1)</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| 2009 | \$ 9,990,000 |
| 2010 | 6,570,000 |
| 2011 | 4,425,000 |
| 2012 | 9,155,000 |
| 2013 | 7,740,000 |
| 2014 | 7,240,000 |
| 2015 | 3,700,000 |
| 2016 | 7,100,000 |
| 2017 | 1,500,000 |
| 2018 | 1,200,000 |
| 2019 | 2,950,000 |
| 2020 | 2,800,000 |
| 2021 | 2,700,000 |
| 2022 | 3,900,000 |
| 2023 | 3,900,000 |
| 2024 | 6,500,000 |
| 2025 | 4,000,000 |

4. The Board will consider competitive proposals for the sale of the Various Purpose Bonds on Wednesday, May 13, 2009, at 4:30 p.m. The terms of the sale shall be as set forth in the Official Terms of Proposal on file with the Executive Secretary. The Executive Secretary shall prepare and distribute an Official Statement and take such other action as may be necessary and appropriate to conduct the sale.

Adopted: April 22, 2009.

Jill Schwimmer
President
Board of Estimate and Taxation

Attest:

Jack A. Qvale
Executive Secretary

#5

TERMS OF PROPOSAL

\$85,370,000

CITY OF MINNEAPOLIS, MINNESOTA

GENERAL OBLIGATION VARIOUS PURPOSE BONDS, SERIES 2009

(BOOK ENTRY ONLY)

Proposals for the Various Purpose Bonds and the Good Faith Deposit ("Deposit") will be received on Wednesday, May 13, 2009, until 10:00 A.M., Central Time, at the offices of Springsted Incorporated, 380 Jackson Street, Suite 300, Saint Paul, Minnesota 55101-2887, after which time they will be opened and tabulated. Consideration for award of the Various Purpose Bonds will be by the Board of Estimate and Taxation of the City of Minneapolis, Minnesota (the "Board of Estimate and Taxation" or the "Board") at 4:30 P.M., Central Time, the same day.

SUBMISSION OF PROPOSALS

Springsted will assume no liability for the inability of the bidder to reach Springsted prior to the time of sale specified above. All bidders are advised that each Proposal shall be deemed to constitute a contract between the bidder and the City to purchase the Various Purpose Bonds regardless of the manner in which the Proposal is submitted.

(a) **Sealed Bidding.** Proposals may be submitted in a sealed envelope to the Springsted address listed above or by fax (651) 223-3046 to Springsted. Signed Proposals, without final price or coupons, may be submitted to Springsted prior to the time of sale. The bidder shall be responsible for submitting to Springsted the final Proposal price and coupons, by telephone (651) 223-3000 or fax (651) 223-3046 for inclusion in the submitted Proposal.

OR (b) **Electronic Bidding.** Notice is hereby given that electronic proposals will be received via PARITY®. For purposes of the electronic bidding process, the time as maintained by PARITY® shall constitute the official time with respect to all Bids submitted to PARITY®. *Each bidder shall be solely responsible for making necessary arrangements to access PARITY® for purposes of submitting its electronic Bid in a timely manner and in compliance with the requirements of the Notice of Sale.* Neither the Board, its agents nor PARITY® shall have any duty or obligation to undertake registration to bid for any prospective bidder or to provide or ensure electronic access to any qualified prospective bidder, and neither the Board, its agents nor PARITY® shall be responsible for a bidder's failure to register to bid or for any failure in the proper operation of, or have any liability for any delays or interruptions of or any damages caused by the services of PARITY®. The Board is using the services of PARITY® solely as a communication mechanism to conduct the electronic bidding for the Various Purpose Bonds, and PARITY® is not an agent of the Board.

If any provisions of this Notice of Sale conflict with information provided by PARITY®, this Notice of Sale shall control. Further information about PARITY®, including any fee charges, may be obtained from:

PARITY®, 1359 Broadway, 2nd Floor, New York City, New York 10018,
Customer Support, (212) 849-5000.

DETAILS OF THE BONDS

The Various Purpose Bonds will be dated as of the date of closing, as the date of original issue, and will bear interest payable on June 1 and December 1 of each year, commencing December 1, 2009. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Various Purpose Bonds will mature on December 1 in the years and amounts* as follows:

| December 1 Year | Amount* | December 1 Year | Amount* | December 1 Year | Amount* |
|--------------------|-------------|--------------------|-------------|--------------------|-------------|
| 2009 | \$9,990,000 | 2015 | \$3,700,000 | 2021 | \$2,700,000 |
| 2010 | 6,570,000 | 2016 | 7,100,000 | 2022 | 3,900,000 |
| 2011 | 4,425,000 | 2017 | 1,500,000 | 2023 | 3,900,000 |
| 2012 | 9,155,000 | 2018 | 1,200,000 | 2024 | 6,500,000 |
| 2013 | 7,740,000 | 2019 | 2,950,000 | 2025 | 4,000,000 |
| 2014 | 7,240,000 | 2020 | 2,800,000 | | |

*The City reserves the right to modify the schedule of maturity amounts after proposals are opened and prior to award, to respond to certain premium bid amounts. A premium offered by the successful bidder that is in excess of \$2,000,000 will require an adjustment to increase the December 1, 2009 maturity and modify the remaining maturities to retain an aggregate issue size of \$85,370,000. Any such changes will be made in multiples of \$5,000 with respect to any maturity affected and will be made, in addition to any modification in price needed, to result in a gross underwriter spread equivalent to that of the unmodified bid.

Proposals for the Various Purpose Bonds may contain a maturity schedule providing for a combination of serial bonds and term bonds. All term bonds shall be subject to mandatory sinking fund redemption and must conform to the maturity schedule set forth above. In order to designate term bonds, the proposal must specify term maturities in the spaces provided on the Proposal Form.

The principal amounts of the Various Purpose Bonds due on any term date set by the successful underwriter required to be redeemed on each mandatory redemption date as set forth above may be reduced through earlier optional redemption. In case an Various Purpose Bond subject to sinking fund redemption is of a denomination larger than \$5,000, a portion of such Various Purpose Bond (\$5,000 or any multiple thereof) may be redeemed, but Various Purpose Bonds shall be redeemed only in the principal amount of \$5,000 each or any integral multiple thereof.

On or prior to the 60th day preceding any mandatory redemption date, the City may purchase Various Purpose Bonds of the applicable maturity in an amount not exceeding the amount of Various Purpose Bonds of such maturity required to be redeemed on such date and at a price not exceeding the principal amount thereof plus accrued interest. Any Various Purpose Bonds so purchased shall be cancelled and the redemption thereof shall be credited against the principal amount of Various Purpose Bonds of such maturity required to be redeemed on the next mandatory redemption date.

BOOK-ENTRY SYSTEM

The Various Purpose Bonds will be issued by means of a book entry system with no physical distribution of Various Purpose Bonds made to the public. The Various Purpose Bonds will be issued in fully registered form and one Various Purpose Bond, representing the aggregate principal amount of the Various Purpose Bonds maturing in each year, will be registered in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository of the Various Purpose Bonds. Individual purchases of the Various Purpose Bonds may be made in the principal amount of \$5,000 or any multiple thereof of a single maturity through book entries made on the books and records of DTC and its participants. Principal and interest are payable by the registrar to DTC or its nominee as registered owner of the Various Purpose Bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants will be the responsibility of such participants and other nominees of beneficial owners. The purchaser, as a condition of delivery of the Various Purpose Bonds, will be required to deposit the Various Purpose Bonds with DTC.

REGISTRAR AND PAYING AGENT

The City will serve as Registrar and Paying Agent for the Various Purpose Bonds. In the event a successor registrar and paying agent is named for the Various Purpose Bonds, the City will pay for the services of such registrar and paying agent.

OPTIONAL REDEMPTION

The City may elect on December 1, 2016, and on any day thereafter, to prepay Various Purpose Bonds due on or after December 1, 2017. Redemption may be in whole or in part and if in part at the option of the City and in such manner as the City shall determine. If less than all Various Purpose Bonds of a maturity are called for redemption, the City will notify DTC of the particular amount of such maturity to be prepaid. DTC will determine by lot the amount of each participant's interest in such maturity to be redeemed and each participant will then select by lot the beneficial ownership interests in such maturity to be redeemed. All prepayments shall be at a price of par plus accrued interest.

SECURITY AND PURPOSE

The Various Purpose Bonds will be sold by the Board of Estimate and Taxation and will be issued pursuant to the Constitution and Laws of the State of Minnesota, Minnesota Statutes, Chapter 475, as amended, and Chapter 429, as amended, the City Charter, resolutions adopted by the City Council and the Board of Estimate and Taxation, and other proceedings and determinations related thereto.

The Various Purpose Bonds are general obligations of the City and the full faith and credit of the City are pledged to the payment of the principal of and interest on the Various Purpose Bonds as the same shall become due.

BIDDING PARAMETERS

Proposals shall be for not less than \$85,370,000 (Par), and accrued interest on the total principal amount of the Various Purpose Bonds. No proposal can be withdrawn or amended after the time set for receiving proposals unless the meeting of the Board of Estimate and Taxation scheduled for award of the Various Purpose Bonds is adjourned, recessed, or continued to another date without award of the Various Purpose Bonds having been made. Rates shall be in integral multiples of 5/100 or 1/8 of 1%. Rates must be in level or ascending order. Various Purpose Bonds of the same maturity shall bear a single rate from the date of the Various Purpose Bonds to the date of maturity. No conditional proposals will be accepted.

GOOD FAITH DEPOSIT

Proposals, regardless of method of submission, shall be accompanied by a Deposit in the amount of \$1,700,000, in the form of a certified or cashier's check, a wire transfer, or Financial Surety Bond and delivered to Springsted Incorporated prior to the time proposals will be opened. Each bidder shall be solely responsible for the timely delivery of their Deposit whether by check, wire transfer or Financial Surety Bond. Neither the City nor Springsted Incorporated have any liability for delays in the transmission of the Deposit.

Any Deposit made by **certified or cashier's check** should be made payable to the City and delivered to Springsted Incorporated, 380 Jackson Street, Suite 300, St. Paul, Minnesota 55101.

Any Deposit sent via **wire transfer** should be sent to Springsted Incorporated as the City's agent according to the following instructions:

Wells Fargo Bank, N.A., San Francisco, CA 94104
ABA #121000248

For credit to Springsted Incorporated, Account #635-5007954

Contemporaneously with such wire transfer, the bidder shall send an e-mail to bond_services@springsted.com, including the following information; (i) indication that a wire transfer has been made, (ii) the amount of the wire transfer, (iii) the issue to which it applies and (iv) the return wire instructions if such bidder is not awarded the Bonds.

Any Deposit made by the successful bidder by check or wire transfer will be delivered to the City following the award of the Bond. Any Deposit made by check or wire transfer by an unsuccessful bidder will be returned to such bidder following Bond action relative to an award of the Bonds.

If a **Financial Surety Bond** is used, it must be from an insurance company licensed to issue such a bond in the State of Minnesota and pre-approved by the City. Such bond must be submitted to Springsted Incorporated prior to the opening of the proposals. The Financial Surety Bond must identify each underwriter whose Deposit is guaranteed by such Financial Surety Bond. If the Bonds are awarded to an underwriter using a Financial Surety Bond, then that underwriter is required to submit its Deposit to the City in the form of a certified or cashier's check or wire transfer as instructed by Springsted Incorporated not later than 3:00 p.m., Central Time on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the City to satisfy the Deposit requirement.

The Deposit received from the purchaser, the amount of which will be deducted at settlement, will be deposited by the City and no interest will accrue to the purchaser. In the event the purchaser fails to comply with the accepted proposal, said amount will be retained by the City.

AWARD

The Various Purpose Bonds will be awarded on the basis of the lowest interest rate to be determined on a true interest cost (TIC) basis. The Board's computation of the interest rate of each proposal, in accordance with customary practice, will be controlling.

The Board reserves the right to: (i) waive non-substantive informalities of any proposal or of matters relating to the receipt of proposals and award of the Various Purpose Bonds, (ii) reject all proposals without cause, and, (iii) reject any proposal which the Board determines to have failed to comply with the terms herein.

BOND INSURANCE AT PURCHASER'S OPTION

If the Various Purpose Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of the purchaser, the purchase of any such insurance policy or the issuance of any such commitment shall be at the sole option and expense of the purchaser of the Various Purpose Bonds. Any increased costs of issuance of the Various Purpose Bonds resulting from such purchase of insurance shall be paid by the purchaser, except that, if the City has requested and received a rating on the Various Purpose Bonds from a rating agency, the City will pay that rating fee. Any other rating agency fees shall be the responsibility of the purchaser.

Failure of the municipal bond insurer to issue the policy after Various Purpose Bonds have been awarded to the purchaser shall not constitute cause for failure or refusal by the purchaser to accept delivery on the Various Purpose Bonds.

CUSIP NUMBERS

If the Various Purpose Bonds qualify for assignment of CUSIP numbers, such numbers will be printed on the Various Purpose Bonds, but neither the failure to print such numbers on any Various Purpose Bond nor any error with respect thereto will constitute cause for failure or refusal by the purchaser to accept delivery of the Various Purpose Bonds. The CUSIP Service Bureau charge for the assignment of CUSIP identification numbers shall be paid by the purchaser.

SETTLEMENT

The Various Purpose Bonds will be delivered without cost to the purchaser through DTC in New York, New York on or about May 21, 2009. Delivery will be subject to receipt by the purchaser of an approving legal opinion of Kennedy & Graven, Chartered of Minneapolis, Minnesota, and of customary closing papers, including a no-litigation certificate. On the date of settlement, payment for the Various Purpose Bonds shall be made in federal, or equivalent, funds which shall be received at the offices of the City or its designee not later than 12:00 Noon, Central Time. Unless compliance with the terms of payment for the Various Purpose Bonds has been made impossible by action of the City, or its agents, the purchaser shall be liable to the City for any loss suffered by the City by reason of the purchaser's non-compliance with said terms for payment.

CONTINUING DISCLOSURE

On the date of actual issuance and delivery of the Various Purpose Bonds, the City will execute and deliver a Continuing Disclosure Certificate whereunder the City will covenant for the benefit of the owners of the Various Purpose Bonds to provide certain financial and other information about the City and notices of certain occurrences to information repositories as specified in and required by SEC Rule 15c2-12(b)(5).

OFFICIAL STATEMENT

The City has prepared an Official Statement containing pertinent information relative to the Various Purpose Bonds, and said Official Statement is deemed to be a final Official Statement within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

The Official Statement, when further supplemented by an addendum or addenda specifying the maturity dates, principal amounts and interest rates of the Various Purpose Bonds, together with any other information required by law, shall constitute a "Final Official Statement" of the City with respect to the Various Purpose Bonds, as that term is defined in Rule 15c2-12. By awarding the Various Purpose Bonds to any underwriter or underwriting syndicate submitting a proposal therefor, the City agrees that, no more than seven business days after the date of such award, it shall provide, without cost to the senior managing underwriter of the syndicate to which the Various Purpose Bonds are awarded, 300 copies of the Official Statement and the addendum or addenda described above. The City designates the senior managing underwriter of the syndicate to which the Various Purpose Bonds are awarded as its agent for purposes of distributing copies of the Final Official Statement to each participating underwriter. Any underwriter delivering a proposal with respect to the Various Purpose Bonds agrees thereby that if its proposal is accepted by the Board (i) it shall accept such designation and (ii) it shall enter into a contractual relationship with all participating underwriters of the Various Purpose Bonds for purposes of assuring the receipt by each such participating underwriter of the Final Official Statement.

Copies of the Official Statement and the official form of proposal may be downloaded from Muni-Source.com on the Internet. For any additional information prior to sale, any prospective purchaser is referred to the Financial Advisor to the City, Springsted Incorporated, 380 Jackson Street, Suite 300, Saint Paul, Minnesota 55101-2887, telephone (651) 223-3000.

Dated: April 22, 2009

BY ORDER OF THE BOARD OF ESTIMATE AND TAXATION

/s/ Jack A. Qvale
Executive Secretary
Board of Estimate and Taxation



WFIS

R-1

Rate Reset Alert

| | | | |
|---------------------|--------------------------|--------------------|---------------------------------------|
| CUSIP: | 60374YJL2 | Reset Frequency: | 7 Day (W) |
| Security Name: | 2005 TAX INCREMENT BONDS | Accrual Method: | Actual / Actual |
| | | Pay Interest On: | 06/01/2009 |
| | | Payment Frequency: | Quart (1st Cal Day - MAR,JUN,SEP,DEC) |
| Initial Issue Size: | \$3,860,000 | | |
| Issue Size: | \$3,860,000 | | |

Effective from 4/23/09 through 4/29/09

| Rate | Effective Date | Period | A/I Factor |
|-------|----------------|--------|------------|
| 0.700 | 04/23/2009 | 7 | \$0.134246 |

.700 c/o
+ .03

| | | | |
|---------------------|-------------------------|--------------------|---------------------------------------|
| CUSIP: | 60374YPL5 | Reset Frequency: | 7 Day (W) |
| Security Name: | 2006 G.O. LIBRARY BONDS | Accrual Method: | Actual / Actual |
| | | Pay Interest On: | 06/01/2009 |
| | | Payment Frequency: | Quart (1st Cal Day - MAR,JUN,SEP,DEC) |
| Initial Issue Size: | \$2,250,000 | | |
| Issue Size: | \$1,100,000 | | |

Effective from 4/23/09 through 4/29/09

| Rate | Effective Date | Period | A/I Factor |
|-------|----------------|--------|------------|
| 0.700 | 04/23/2009 | 7 | \$0.134246 |

last week
.670 c/o

| | | | |
|---------------------|---------------------------------|--------------------|---------------------------------------|
| CUSIP: | 60374YPM3 | Reset Frequency: | 7 Day (W) |
| Security Name: | 2006 G.O. VARIOUS PURPOSE BONDS | Accrual Method: | Actual / Actual |
| | | Pay Interest On: | 06/01/2009 |
| | | Payment Frequency: | Quart (1st Cal Day - MAR,JUN,SEP,DEC) |
| Initial Issue Size: | \$17,200,000 | | |
| Issue Size: | \$12,000,000 | | |

Effective from 4/23/09 through 4/29/09

| Rate | Effective Date | Period | A/I Factor |
|-------|----------------|--------|------------|
| 0.700 | 04/23/2009 | 7 | \$0.134246 |