

Regular Board Meeting

February 22, 2022 - 2:00 p.m.

400 Wabasha Street No., Suite 240 | Saint Paul, MN 55102

Chair Bennett is calling a meeting of the Board of Commissioners for **Tuesday, February 22, 2022 at 2:00 p.m.** Chair Bennett has determined, due to the emergency declared by the Mayor regarding the COVID-19 health pandemic, that it is not practical nor prudent for the Saint Paul Port Authority Board of Commissioners and members of the staff to meet in-person or pursuant to Minnesota Statutes, Section 13D.02. In light of the COVID-19 health pandemic, it is not feasible for any member of the Saint Paul Port Authority Board of Commissioners and staff to be present at the regular location, and all staff and Board members of the Saint Paul Port Authority will attend this meeting by telephone or other electronic means.

It is also not feasible for members of the public to attend the meeting at its regular location due to the health pandemic and emergency. Accordingly, no meeting will be held at the Saint Paul Port Authority offices which are located at 400 Wabasha Street N, Suite 240, St. Paul, MN. Members of the public may monitor this meeting remotely at 651-395-7858, Conference ID: 826 500 190#. The purpose of the meeting is:

Minutes

Approval of Minutes of the January 25, 2022 Regular Board Meeting

Conflicts of Interest

Conflicts with any Items on the Agenda

New Business

Credit Committee

1. **Resolution No. 4712** - Issuance of \$18,000,000 of Taxable and Tax-Exempt G.O. Bonds – Emerald Ash Borer (EAB) Tree Program
2. **Resolution No. 4713** - Approval of the Temporary Spending Plan for Tax Increment Financing Balances in Great Northern Business Center – South, Griffin, Westminster, and Williams Hill Redevelopment Tax Increment Financing Districts

General Matters

1. Board Chair Report. Port Authority Leadership Transition and Approval of Transition Agreement.
2. Such Other Business That May Come Before the Board

**SAINT PAUL PORT AUTHORITY
MINUTES OF THE REGULAR BOARD MEETING
JANUARY 25, 2022**

The regular meeting of the Port Authority Board was held on January 25, 2022 at 2:01 p.m. via Microsoft Teams.

The following Board members were present:

John Bennett	John Marshall	Don Mullin
Matt Slaven	Dai Thao	Rebecca Noecker
Nneka Constantino		

Also, present were the following:

Lee Krueger	Todd Hurley	Kathryn Sarnecki
David Johnson	Ann Kosel	Linda Williams
Bruce Kessel	Dana Krueger	Monte Hilleman
Laurie Siever	Brittany Nelson	Pete Klein
Nelly Chick	Tonya Bauer	
Eric Larson, City of Saint Paul		
Travis Smith, Soldier Trucking		
Dean Zulegar, Soldier Trucking		

APPROVAL OF MINUTES

Commissioner Marshall made a motion to approve the minutes of the November 23, 2021 regular Board meeting. The motion was seconded by Commissioner Mullin, submitted to a roll call vote, and carried unanimously.

CONFLICT OF INTEREST

There were no conflicts of interest with any items on the agenda.

NEW BUSINESS

CREDIT COMMITTEE

RESOLUTION NO. 4711

PUBLIC HEARING – CONVEYANCE OF LAND TO 781 VANDALIA, LLC D/B/A SOLDIER TRUCKING (FORMER BIX PRODUCE BUILDING) – ARLINGTON JACKSON BUSINESS CENTER

Motion was made by Commissioner Mullin to approve Resolution No. 4711 which was reviewed by the Credit Committee and recommended for approval by the Board.

Chair Bennett stated that in accordance with Minnesota Law, the Port Authority is required to hold a public hearing regarding Resolution No. 4711 and declared the Public Hearing open. He asked if anyone in attendance wished to address the Board.

Mr. Travis Smith, CEO and Mr. Dean Zulegar, CFO of Soldier Trucking presented the Board with a presentation on Soldier Trucking.

Chair Bennett declared the Public Hearing closed and asked to take a roll call vote.

Chair Bennett stated that a roll call vote is required under Chapter 469 and the Commissioners voted as follows:

Commissioner Constantino	- aye	Commissioner Marshall	- aye
Commissioner Mullin	- aye	Commissioner Slaven	- aye
Commissioner Thao	- aye	Commissioner Noecker	- aye
Chair Bennett	- aye		

The motion was submitted to a roll call vote and carried unanimously.

GENERAL MATTERS

There being no further business, the meeting was adjourned at 2:23 p.m.

SPECIAL CLOSED SESSION BOARD MEETING

JANUARY 5, 2022

CONTINUED CLOSED SESSION BOARD MEETING

JANUARY 25, 2022

A Special *Closed Session* Board meeting was held on January 5, 2022 at 10:00 a.m. via Microsoft Teams to discuss the performance evaluation of the Port Authority’s President, Lee Krueger. The meeting was continued to the January 25, 2022, the regularly scheduled Board meeting. The Special *Closed Session* Board meeting resumed on January 25, 2022 at 2:23 p.m. via Microsoft Teams.


The Board concluded it was satisfied with the quantity and quality of work performed by President Lee Krueger, specifically commending Lee's leadership on several significant development projects, and extending its thanks and appreciation for his ten years of public service, including the last six years as the Port Authority President. Based on the discussions amongst commissioners and President Lee Kruger, the Board determined the need to proceed in a new and dynamic direction. The Board and Lee mutually agreed to a plan to transition leadership of the Port Authority. The Board then accepted Lee’s resignation and authorized the preparation of a transition agreement, subject to general counsel agreement as to form and thereafter Board approval.

By _____

Its _____

MEMORANDUM

To: BOARD OF COMMISSIONERS **Meeting Date:** February 22, 2022

From: Todd P. Hurley 

Subject: **ISSUANCE OF \$18,000,000 OF TAXABLE AND TAX-EXEMPT G.O. BONDS
EMERALD ASH BORER (EAB) TREE PROJECT
RESOLUTION NO. 4712**

Action Requested:

Approval to issue one or more series of bonds in an original aggregate amount not to exceed \$18,000,000, backed by the full faith, credit, and resources of the City of Saint Paul to fund the Emerald Ash Borer Tree Pro.

Background:

On May 25, 2021, the Port Authority Board of Commissioners approved Resolution No. 4696 requesting adoption of an Ordinance authorizing staff to take certain actions with respect to the EAB Project, including the negotiation of a Joint Powers Agreement (JPA) with the City; and declaring the official intent to reimburse.

On June 9, 2021, the City of Saint Paul adopted Resolution No. 21-849 authorizing City staff to negotiate a JPA with the Saint Paul Port Authority.

On June 23, 2021, the City of Saint Paul passed Ordinance 21-23 authorizing the Port Authority to sell these bonds for the purpose of funding the EAB Project.

On October 26, 2021, the Port Authority Board of Commissioners approved Resolution No. 4708 approving the creation of the Emerald Ash Borer Industrial Development District and the JPA with the City of Saint Paul for the EAB Project.

The Port Authority and the City of Saint Paul have worked together, under the JPA, to provide for the issuance of up to \$18,000,000 in bonds to fund the removal and replacement of approximately 13,000 ash trees that have been adversely affected by EAB within the boundaries of the newly created EAB Industrial Development District.

Current Status:

The Port Authority is now proposing to issue the Series 2022 Bonds authorized by Ordinance 21-23.

MEMORANDUM

Specifics of the interest rate, maturity, call premium, original issue discount, etc. will be delegated to a Pricing Committee. The Pricing Committee members will be a representative of the Port Authority, the City Treasurer, the Debt Manager representing the City's Office of Financial Services, and a representative of the Municipal Advisor (PFM Financial Advisors, LLC).

The Pricing Committee will also be authorized to make a final determination regarding the designation of the Series 2022 Bonds as "Sustainable Bonds."

The sale date for the bonds is planned for the week of March 7, 2022, with closing on the bonds scheduled for April 6, 2022.

Recommendation:

We recommend approval of the issuance of one or more series of bonds in an original aggregate amount not to exceed \$18,000,000, backed by the full faith, credit, and resources of the City of Saint Paul to fund the Emerald Ash Borer Tree Program.

Attachments: Resolution

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

**GENERAL OBLIGATION BONDS
TAX-EXEMPT SERIES 2022-1 (SUSTAINABILITY BONDS) AND
TAXABLE SERIES 2022-2 (SUSTAINABILITY BONDS)**

WHEREAS, in accordance with the provisions of Minnesota Statutes, Sections 469.048 to 469.068, Section 469.084, and Chapter 475, as amended (collectively, the "Act") the Port Authority of the City of Saint Paul, Minnesota (the "Port Authority") is permitted upon authorization by the City Council of the City of Saint Paul, Minnesota (the "City") to issue tax-exempt or taxable bonds that are general obligation bonds; and

WHEREAS, the Port Authority is proposing to issue one or more series of bonds in an original aggregate principal amount not to exceed \$18,000,000 whereby the Port Authority levies a tax, with the consent of the City (which consent has been provided under the Authorizing Ordinance (as defined below)), and pledges the full faith and credit and unlimited taxing power of the City to the repayment of such bonds; and

WHEREAS, pursuant to a resolution adopted by the Board of Commissioners of the Port Authority on October 26, 2021 (the "IDD Resolution"), the Port Authority established and created an Industrial Development District within the boundaries of the City limits as further described in the IDD Resolution (the "EAB Industrial Development District"), which land has been adversely affected by an infestation from the Emerald Ash Borer ("EAB") which has either destroyed or harmed approximately 13,000 ash trees within the City in the area and boundaries of the EAB Industrial Development District; and

WHEREAS, pursuant to Minnesota Statutes, Section 471.59, Subdivision 1, as amended, the City and the Port Authority previously entered into a Joint Powers Agreement, dated October 26, 2021 (as amended or supplemented, the "EAB Joint Powers Agreement"); and

WHEREAS, pursuant to the EAB Joint Power Agreement, the City and the Port Authority have agreed to work together to provide for the issuance of up to \$18,000,000 of general obligation bonds in one or more series of tax-exempt or taxable bonds and the funding and completion of the removal and replacement of approximately 13,000 ash trees that have been adversely affected by the Emerald Ash Borer within the boundaries of the EAB Industrial Development District (the "EAB Project" as further described below); and

WHEREAS, pursuant to Ordinance 21-23 adopted by the City Council on June 23, 2021 and approved by the Mayor (the "Authorizing Ordinance") and effective 45 days after publication, the City Council, among other things, authorized the Port Authority to issue its bonds that are general obligations of the City pledging the full faith, credit and unlimited taxing power of the City, in one or more series of taxable or tax-exempt obligations, in an aggregate principal amount not to exceed \$18,000,000 for the purposes described below in this resolution and further authorized the Port Authority' to pledge the City's full faith, credit and resources as security for the payment of debt service on such bonds; and

WHEREAS, the Port Authority desires to issue and sell, with the advice of PFM Financial Advisors LLC (the "Municipal Advisor"), the following obligations: (i) the Tax-Exempt General

Obligation Bonds, Series 2022-1 (Sustainability Bonds) (the “Series 2022-1 Bonds”); and (ii) Taxable General Obligation Bonds, Series 2022-2 (Sustainability Bonds) (the “Series 2022-2 Bonds,” and together with the Series 2022-1 Bonds, the “Series 2022 Bonds”); and

WHEREAS, the Port Authority intends to designate the Series 2022 Bonds as “sustainable bonds” based on the intended use of the proceeds to finance a project that adheres to the United Nations Sustainable Development Goals; and

WHEREAS, the Series 2022 Bonds will be sold in principal amounts such that the combined total original aggregate principal amount of the Series 2022 Bonds will not exceed \$18,000,000 for the purposes of: (i) financing the EAB Project, (ii) paying for other purposes set forth in Minnesota Statutes, Sections 469.048 to 469.068, as amended, and Section 469.084, as amended (collectively, the “Port Authority Act”); (iii) funding capitalized interest on the Series 2022 Bonds through February 1, 2023; and (iv) paying costs of issuance of the Series 2022 Bonds; and

WHEREAS, pursuant to the Authorizing Ordinance, the City authorized a Pricing Committee, comprised of the persons described therein and as also described in this Resolution, to determine certain terms of the Series 2022 Bonds as hereinafter described.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Port Authority of the City of Saint Paul, Minnesota, as follows:

Section 1. Sale of the Series 2022 Bonds.

1.01. Purpose of the Series 2022 Bonds. The Port Authority is proposing to issue the Series 2022 Bonds authorized by the Authorizing Ordinance, the Act and the EAB Joint Powers Agreement, in the combined original aggregate principal amount not to exceed \$18,000,000, in order to finance the purposes described in the recitals of this Resolution.

1.02. Requirements of the Act. The Port Authority has complied with or will comply with the provisions of the Act and the Authorizing Ordinance. The challenge period for the Authorizing Ordinance expired in 2021 without any challenge filed thereto.

1.03. Pricing Committee. The Pricing Committee created by the Authorizing Ordinance, and consisting of a representative from the Port Authority, the City’s Treasurer, the City Debt Manager or their designee, and a representative of the Municipal Advisor (the “Pricing Committee”) is hereby delegated the authority to determine the final pricing of the Series 2022 Bonds and to sell the Series 2022 Bonds either by negotiated or competitive sale and to authorize the Port Authority to enter into a Bond Purchase Agreement or bid form (the “Purchase Agreement”) with an underwriter or winning bidder for each series of the Series 2022 Bonds. The Pricing Committee is hereby delegated the authority to establish the terms and conditions of each series of the Series 2022 Bonds, subject to the limitations set forth in this Resolution. In addition, the Pricing Committee is hereby authorized to establish the annual amount of the tax levy to be certified to the Ramsey County Auditor (the “Auditor”) with respect to each series of the Series 2022 Bonds. The Series 2022 Bond terms, amendments, if any, and tax levy, as set forth in the completed certificate of the Pricing Committee (the “Pricing Committee Certificate”) shall, upon delivery, be deemed to be a part of this Resolution as if set forth originally herein and such terms shall be incorporated and included in the form of the Series 2022 Bonds and in such other certificates, documents and agreements as appropriate.

The final decision of the Pricing Committee to execute and deliver the Purchase Agreement(s) on behalf of the Port Authority with each purchaser shall be controlling. The Pricing Committee, in its discretion on behalf of the Port Authority, may waive non-substantive informalities with respect to the proposals to purchase the Series 2022 Bonds. The Pricing Committee is hereby authorized to determine the maturity dates, principal amounts of the stated maturities of the Series 2022 Bonds, optional and mandatory redemption provisions with respect to the Series 2022 Bonds, and such other terms of the Series 2022 Bonds, as the Pricing Committee deems most appropriate and in the best interests of the Port Authority, provided that (i) the combined true-interest cost for the Series 2022 Bonds shall not exceed 5% per annum, (ii) the final maturity date of the Series 2022 Bonds shall be no later than February 1, 2037, and (iii) the combined original aggregate principal amount of the Series 2022 Bonds shall not exceed \$18,000,000.

The Pricing Committee is also authorized to make a final determination regarding the designation of the Series 2022 Bonds as “sustainable bonds,” “green bonds,” or “climate bonds” and engage an external sustainability bond verifier to verify that the Series 2022 Bonds conform to the United Nations Sustainable Development Goals or such other third party goals for the appropriate designation as deemed appropriate.

1.04. Execution of Purchase Agreement(s). The President or Chief Financial Officer of the Port Authority, or their respective designees, are directed to execute and deliver the Purchase Agreement(s) for each series of the Series 2022 Bonds if the bid or proposal of the purchaser for such series of the Series 2022 Bonds is determined by the Pricing Committee to meet the requirements of Section 1.03 above.

1.05. General Terms of the Series 2022 Bonds. Each series of the Series 2022 Bonds will be dated as of their date of issuance or shall be dated such other date as the Pricing Committee may determine in denominations of \$5,000 or any integral multiple thereof, and each series of the Series 2022 Bonds shall be numbered from R-1 upwards in order of issuance, or with such other numbering and in such other order as the Pricing Committee may determine. The issuance, sale and delivery of the Series 2022 Bonds pursuant to the Act is hereby approved by the Port Authority.

1.06. Redemption.

(a) Optional Redemption. Each series of the Series 2022 Bonds shall be subject to optional redemption at the dates and prices set forth in the Pricing Committee Certificate delivered in accordance with this Resolution. Optional redemptions of each series of the Series 2022 Bonds may be in whole or in part and if in part at the option of the Port Authority and in such manner as the Port Authority shall determine. If less than all of a series of the Series 2022 Bonds of a maturity are called for redemption, the Port Authority will notify DTC (as defined in Section 7.01 below) 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 optional redemptions of Series 2022 Bonds shall be at a price of par plus accrued interest to the redemption date.

(b) No Scheduled Mandatory Redemption. There are no Term Bonds which are subject to mandatory redemption and prepayment on scheduled dates, unless determined to be advantageous by the Pricing Committee.

(c) Selection of Series 2022 Bonds to be Redeemed; Redemption Procedure. In the event any of the Series 2022 Bonds are called for redemption, notice thereof identifying the Series 2022 Bonds to be redeemed shall be given by the Registrar (as defined herein) by mailing a copy of the redemption notice by first class mail (postage prepaid) to the registered owner of each Series 2022 Bond to be redeemed at the address shown on the registration books kept by the Registrar and by publishing the notice if required by law. Failure to give notice by publication or by mail to any registered owner, or any defect therein, shall not affect the validity of the proceedings for the redemption of Series 2022 Bonds. Series 2022 Bonds so called for redemption shall cease to bear interest after the specified redemption date, provided that the funds for the redemption are on deposit with the Registrar at that time.

(d) Notice of Redemption. The Registrar shall call the Series 2022 Bonds for optional redemption and prepayment as herein provided upon written receipt by the Registrar at least thirty-five (35) days prior to the redemption date of a request of the Port Authority. Such request shall specify the series and principal amount of Series 2022 Bonds to be called for redemption and the redemption date.

Mailed notice of optional redemption shall be given to the Paying Agent (as defined below) and to each affected Holder. If and when the Port Authority shall call any of the Series 2022 Bonds for redemption and prepayment prior to the stated maturity thereof, the Registrar shall give written notice in the name of the Port Authority of its intention to redeem and pay such Series 2022 Bonds at the office of the Registrar. Notice of redemption shall be given by first class mail, postage prepaid, mailed not less than twenty (20) days prior to the redemption date, to each Holder of Series 2022 Bonds to be redeemed at the address appearing in the Bond Register. All notices of optional redemption shall state: (i) the redemption date; (ii) the redemption price; (iii) if less than all outstanding Series 2022 Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Series 2022 Bonds to be redeemed; (iv) that on the optional redemption date, the redemption price will become due and payable upon each such Series 2022 Bond, and that interest thereon shall cease to accrue from and after said date; (v) the place where such Series 2022 Bonds are to be surrendered for payment of the redemption price (which shall be the office of the Registrar); and (vi) include a statement that the redemption so noticed is conditioned on sufficient funds being held by the Port Authority on or before noon on the applicable redemption date to pay the full redemption price, and if at such time the amount so held is not sufficient to pay all amounts required to effect the noticed redemption in full, the redemption shall be cancelled, with all Series 2022 Bonds tendered for such redemption being returned to the holders thereof and no liability on the part of the Port Authority shall arise as a result of such cancellation.

Notices to DTC or its nominee shall contain the CUSIP numbers of the Series 2022 Bonds. If there are any Holders of the Series 2022 Bonds other than DTC or its nominee, the Registrar shall use its best efforts to deliver any such notice to DTC on the business day next preceding the date of mailing of such notice to all other Holders.

Section 2. Registration and Payment.

2.01. Registered Form. The Series 2022 Bonds will be issued only in fully registered form. The interest thereon and, upon surrender of each Series 2022 Bond, the principal amount thereof, is payable by check or draft issued by the Registrar.

2.02. Dates; Interest Payment Dates. Each Series 2022 Bond shall be dated as of the last interest payment date preceding the date of authentication to which interest on the Series 2022 Bonds has been paid or made available for payment, unless: (i) the date of authentication is an interest payment date to which interest has been paid or made available for payment, in which case the Series 2022 Bonds will be dated as of the date of authentication; or (ii) the date of authentication is prior to the first interest payment date, in which case the Series 2022 Bonds will be dated as of the date of original issue. The Series 2022 Bonds shall mature on such dates and in such principal amounts as indicated in the Pricing Committee Certificate. The Series 2022 Bonds shall bear interest at the rates per annum as indicated in the Pricing Committee Certificate and shall be payable on each February 1 and August 1, commencing on February 1, 2023, computed on the basis of a 360-day year of twelve thirty-day months. The interest on the Series 2022 Bonds is payable to the registered owners of record thereof as of the close of business on the fifteenth (15th) day of the immediately preceding month, whether or not such day is a business day.

2.03. Registrar. The Chief Financial Officer of the Port Authority is hereby authorized to appoint a bank or trust company (or officer of the Port Authority) to act as paying agent, bond registrar and transfer agent with respect to the Series 2022 Bonds (the "Registrar" or "Paying Agent"). The Port Authority hereby names U.S. Bank Trust Company, National Association in Saint Paul, Minnesota as the initial Registrar and Paying Agent. Such Registrar shall so act for all Series 2022 Bonds unless and until a successor Registrar is duly appointed. Such appointment and designation shall be made by certificate delivered by the Chief Financial Officer upon delivery of the Series 2022 Bonds to the initial purchaser. A successor Registrar shall be a bank or trust company eligible for designation as bond registrar pursuant to the Act, and may be appointed pursuant to any contract the Port Authority and such successor Registrar shall execute which is consistent herewith. The Registrar shall also serve as Paying Agent unless and until a successor Paying Agent is duly appointed. Principal and interest on the Series 2022 Bonds shall be paid to the registered holder or holders of the Series 2022 Bonds (the "Holder" or "Holders") in the manner set forth in the form of the Series 2022 Bonds. The effect of registration and the rights and duties of the Port Authority and the Registrar with respect thereto are as follows:

(a) *Register.* The Registrar shall keep a bond register in which the Registrar provides for the registration of ownership of the Series 2022 Bonds and the registration of transfers and exchanges of the Series 2022 Bonds entitled to be registered, transferred, or exchanged.

(b) *Transfer of Series 2022 Bonds.* Upon surrender for transfer of a Series 2022 Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Series 2022 Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may,

however, close the books for registration of any transfer after the fifteenth (15th) day of the month preceding each interest payment date and until that interest payment date.

(d) *Exchange of Series 2022 Bonds.* When Series 2022 Bonds are surrendered by the registered owner for exchange, the Registrar shall authenticate and deliver one or more new Series 2022 Bonds of a like aggregate principal amount and maturity as requested by the registered owner or the owner's attorney in writing.

(e) *Cancellation.* Series 2022 Bonds surrendered upon transfer or exchange shall be promptly cancelled by the Registrar and thereafter disposed of as directed by the Port Authority.

(f) *Improper or Unauthorized Transfer.* When a Series 2022 Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the Series 2022 Bond until the Registrar is satisfied that the endorsement on the Series 2022 Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(g) *Persons Deemed Owners.* The Port Authority and the Registrar may treat the person in whose name a Series 2022 Bond is registered in the bond register as the absolute owner of the Series 2022 Bond, whether the Series 2022 Bond is overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on the Series 2022 Bond and for all other purposes, and payments so made to a registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon the Series 2022 Bond to the extent of the sum or sums so paid.

(h) *Taxes, Fees, and Charges.* The Registrar may impose a charge upon the owner thereof for a transfer or exchange of Series 2022 Bond sufficient to reimburse the Registrar for any tax, fee, or other governmental charge required to be paid with respect to the transfer or exchange.

(i) *Mutilated, Lost, Stolen or Destroyed Series 2022 Bond.* If a Series 2022 Bond becomes mutilated or is destroyed, stolen, or lost, the Registrar shall deliver a new Series 2022 Bond of like amount, number, maturity date, and tenor in exchange and substitution for and upon cancellation of the mutilated Series 2022 Bond or in lieu of and in substitution for any Series 2022 Bond destroyed, stolen, or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Series 2022 Bond destroyed, stolen, or lost, upon filing with the Registrar of evidence satisfactory to it that the Series 2022 Bond was destroyed, stolen, or lost, and of the ownership thereof, and upon furnishing to the Registrar an appropriate bond or indemnity in form, substance, and amount satisfactory to it and as provided by law, in which both the Port Authority and the Registrar must be named as obligees. Series 2022 Bonds so surrendered to the Registrar shall be cancelled by the Registrar and evidence of such cancellation shall be given to the City. If the mutilated, destroyed, stolen, or lost Series 2022 Bond has already matured or been called for redemption in accordance with its terms, it is not necessary to issue a new Series 2022 Bond prior to payment.

2.04. Execution, Authentication and Delivery. The Series 2022 Bonds shall be prepared under the direction of the Pricing Committee, provided that all signatures may be printed,

engraved, or lithographed facsimiles of the originals. The Series 2022 Bonds are hereby authorized to be executed by the Chair and Secretary of the Port Authority, or their designee. If an officer whose signature or a facsimile of whose signature appears on the Series 2022 Bonds ceases to be such officer before the delivery of any Series 2022 Bond, that signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until delivery. Notwithstanding such execution, a Series 2022 Bond shall not be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on the Series 2022 Bond has been duly executed by the manual signature of an authorized representative of the Registrar. Certificates of authentication on different Series 2022 Bonds need not be signed by the same representative. The executed certificate of authentication on a Series 2022 Bond is conclusive evidence that it has been authenticated and delivered under this Resolution. When the Series 2022 Bonds have been so prepared, executed, and authenticated, the Port Authority shall deliver the same to the initial purchaser upon payment of the purchase price in accordance with the Bond Purchase Agreement heretofore made and executed, and the initial purchaser is not obligated to see to the application of the purchase price.

2.05. Temporary Series 2022 Bonds. The Port Authority may elect to deliver, in lieu of printed definitive Series 2022 Bonds, one or more typewritten temporary Series 2022 Bonds in substantially the form set forth in EXHIBIT A with such changes as may be necessary to reflect more than one maturity in a single temporary bond. Upon the execution and delivery of definitive Series 2022 Bonds, the temporary Series 2022 Bonds shall be exchanged therefore and cancelled.

Section 3. Form of the Series 2022 Bonds.

3.01. Printing of Series 2022 Bonds. All of the provisions of each series of the Series 2022 Bonds, when executed as authorized herein, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated verbatim herein and shall be in full force and effect from the date of execution and delivery thereof. Each series of the Series 2022 Bonds shall be substantially in the form attached to this Resolution as EXHIBIT A, which forms are hereby approved, with such necessary and appropriate variations, omissions and insertions (including changes to the aggregate principal amount of each series of the Series 2022 Bonds, the stated maturities of each series of the Series 2022 Bonds, the interest rates on each series of the Series 2022 Bonds, the terms of redemption of each series of the Series 2022 Bonds, and variation from Port Authority policies regarding methods of offering general obligation bonds) as the Pricing Committee, in their discretion, shall determine and as memorialized on the Pricing Committee Certificate. The execution of each series of the Series 2022 Bonds with the manual or facsimile signatures of the Chair and Secretary of the Port Authority, or their proper designees, and the delivery of the Series 2022 Bonds by the Port Authority shall be conclusive evidence of such determination.

3.02. Approving Legal Opinion. The Chief Financial Officer of the Port Authority is authorized and directed to obtain a copy of the proposed approving legal opinion of Ballard Spahr LLP, as Bond Counsel, which shall be complete except as to dating thereof and cause the opinion to accompany each Series 2022 Bond.

Section 4. Payment; Security; Pledges and Covenants.

4.01. Bond Funds.

(a) Debt Service Fund. A “General Obligation Bonds, Series 2022 Debt Service Fund” (the “EAB Debt Service Fund”) is hereby created, with the following subaccounts; (i) the Series 2022-1 Debt Service Fund Subaccount, and (ii) the Series 2022-2 Debt Service Fund Subaccount. The proceeds of the ad valorem taxes hereinafter levied as described in this Resolution, are hereby pledged to the Series 2022-1 Debt Service Fund Subaccount and the Series 2022-2 Debt Service Fund Subaccount. If a payment of principal or interest on the Series 2022-1 Bonds or the Series 2022-2 Bonds becomes due when there is not sufficient money in the Series 2022-1 Debt Service Fund Subaccount or the Series 2022-2 Debt Service Fund Subaccount, as applicable, to pay the same, the Port Authority and the City will pay such principal or interest and be reimbursed for those advances out of the proceeds of the taxes levied by the Port Authority, without limitation as to rate or amount, by this Resolution, when collected. All capitalized interest funded from the proceeds of the Series 2022 Bonds shall be deposited in the Series 2022-1 Debt Service Fund Subaccount and the Series 2022-2 Debt Service Fund Subaccount as determined by the Chief Financial Officer of the Port Authority.

(b) Project Fund. There is hereby created a special account to be designated as the “Series 2022 Project Fund” (the “EAB Project Fund”), with the following subaccounts; (i) the Series 2022-1 Project Fund Subaccount, and (ii) the Series 2022-2 Project Fund Subaccount. The EAB Project Fund, and the subaccounts therein, are to be held and administered by the Port Authority separate and apart from all other funds of the Port Authority. Amounts on deposit in the EAB Project Fund will be used solely to (i) pay costs of issuance of the Series 2022 Bonds, and (ii) costs of the EAB Project as set forth in the EAB Joint Powers Agreement, the Port Authority Act, and the Authorizing Ordinance.

The proceeds of the Series 2022-1 Bonds not used to fund capitalized interest shall be deposited in the Series 2022-1 Project Fund Subaccount of the EAB Project Fund. The proceeds of the Series 2022-2 Bonds not used to fund capitalized interest shall be deposited in the Series 2022-2 Project Fund Subaccount of the EAB Project Fund. The costs of issuance of the Series 2022 Bonds shall be drawn proportionately from the Series 2022-1 Project Fund Subaccount and the Series 2022-2 Project Fund Subaccount on the date of issuance of the Series 2022 Bonds. After the payment of costs of issuance of the Series 2022 Bonds, the Port Authority shall draw funds from the Series 2022-1 Project Fund Subaccount first to pay the costs of the EAB Project and then shall only draw funds from the Series 2022-2 Project Fund Subaccount once the Series 2022-1 Project Fund Subaccount is fully depleted. Once all costs of the EAB Project have been paid, the EAB Project Fund is to be closed and any remaining balance therein transferred to the EAB Debt Service Fund.

(c) Use of Proceeds. On the date of issuance of the Series 2022 Bonds, the Port Authority shall:

- (i) appropriate to the EAB Debt Service Fund and the subaccounts therein:
 - (A) capitalized interest financed from Series 2022 Bond proceeds, in the amount determined by the Chief Financial Officer of the Port Authority;
 - (B) any original issue premium of the Series 2022 Bonds determined by the Chief Financial Officer of the Port Authority to be deposited therein;
 - (C) the accrued interest, if any, paid by the purchaser of each series of the Series 2022 Bonds upon closing and delivery of the Series 2022

Bonds; and (D) if necessary, any amounts necessary to pay the interest due on the Series 2022 Bonds on or prior to February 1, 2023; and

(ii) deposit to the EAB Project Fund and the subaccounts therein, the proceeds of the Series 2022 Bonds, less the appropriations made in paragraph (c)(i) above, together with any other funds appropriated for the EAB Project to the EAB Project Fund to pay for the costs of the EAB Project and the payment of the allocable costs of issuance for the Series 2022 Bonds and capitalized interest.

(d) Arbitrage Restrictions. The money in the funds shall be used solely as provided herein, or to pay any rebate due to the United States. No portion of the proceeds of the Series 2022-1 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 (i) for a reasonable temporary period until such proceeds are needed for the purpose for which the Series 2022-1 Bonds are issued, and (ii) in addition to the amounts referred to in clause (i) in an amount not greater than \$100,000. To this effect, any proceeds of the Series 2022-1 Bonds and any sums from time to time held in the Series 2022-1 Debt Service Fund Subaccount allocated to the Series 2022-1 Bonds (or any other account which will be used to pay principal or interest to become due on the Series 2022-1 Bonds) in excess of amounts which, under then applicable federal arbitrage regulations, may be invested without regard as 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. In addition, the proceeds of the Series 2022-1 Bonds and money allocated to the Series 2022-1 Bonds in the Series 2022-1 Debt Service Fund Subaccount shall not be invested in obligations or deposits issued by, guaranteed by, or insured by the United States of America, or any agency or instrumentality thereof, if and to the extent that such investment would cause the Series 2022-1 Bonds to be deemed to be “federally guaranteed” within the meaning of Section 149(b) of the Code.

(e) Allocation of Investment Earnings. Investment earnings, net of rebatable arbitrage, shall be credited to the fund or account from which the investment was made.

(f) Other Accounts and Subaccounts. The Port Authority is hereby authorized to create such accounts or subaccounts within the EAB Project Fund and the EAB Debt Service Fund (and accounts therein) to properly administer such funds and accounts and to assure compliance with the preceding paragraphs, and Section 6 hereof. Specifically, the Port Authority may create separate accounts and subaccounts to hold and apply the proceeds of the Series 2022 Bonds and revenues for the payment thereof.

4.02. [Reserved].

4.03. Filing of Resolution. The Secretary of the Port Authority is authorized and directed to file a certified copy of this Resolution, as well as an originally executed copy of the Pricing Committee Certificate, with the Auditor of Ramsey County, Minnesota (the “Auditor”), together with such other information as he or she shall require, and to obtain the Auditor’s certificate that the Series 2022 Bonds have been entered in the Auditor’s bond register, and that the tax levy required by law and this Resolution has been made.

4.04. Pledge of Tax Levy. For the purpose of paying the principal of and interest on the Series 2022 Bonds, and in accordance with the Authorizing Ordinance, and as required by

Section 469.060 of the Act, there is hereby levied by the Port Authority a direct annual irrepealable ad valorem tax (the "Tax") upon all of the taxable property in the City, to be spread upon the tax rolls and collected with and as part of other general taxes of the City. The Tax will be credited to the EAB Debt Service Fund and the applicable subaccounts in the EAB Debt Service Fund in the amounts for each year calculated by the Pricing Committee and set forth in the Certificate of the Pricing Committee.

4.05. Overlevy Requirement. It is determined that the estimated collection of the foregoing Tax will produce at least five percent (5%) in excess of the amount needed to meet, when due, the principal and interest payments on the Series 2022 Bonds. The Tax so levied herein will be irrepealable until all of the Series 2022 Bonds are paid, provided that at the time the City makes its annual tax levies the City Clerk may certify to the Auditor (or the official of Ramsey County performing the functions of the Auditor) the amount available in the respective subaccount of the EAB Debt Service Fund to pay principal and interest due during the ensuing year, and the Auditor will thereupon reduce the levy collectible during such year by the amount so certified.

4.06. General Obligation Pledge of the City. If amounts on deposit in either of the subaccounts of the EAB Debt Service Fund are not sufficient to pay principal and interest on the Series 2022-1 Bonds or the Series 2022-2 Bonds, as the same become due, the full faith, credit and taxing powers of the City shall be and are hereby irrevocably pledged. If the balance in either of the subaccounts of the EAB Debt Service Fund are ever insufficient to pay all principal and interest then due on the Series 2022-1 Bonds or the Series 2022-2 Bonds payable therefrom, the deficiency shall be promptly paid out of any other funds of the Port Authority and the City will pay such principal or interest from the general fund of the City, and the general fund will be reimbursed for those advances out of the proceeds of the taxes levied by the Port Authority upon all of the taxable property of the City as part of the general taxes of the City, without limitation as to rate or amount, by this Resolution, when collected.

Section 5. Authentication of Transcript.

5.01. Furnishing of Documents. The officers of the Port Authority are authorized and directed to prepare, execute, and furnish to each initial purchaser and to Ballard Spahr LLP, as bond counsel to the Port Authority, any required disbursing agreement between the City and the Port Authority, if determined necessary, certified copies of proceedings and records of the Port Authority relating to the Series 2022 Bonds and to the financial condition and affairs of the Port Authority and/or the City, and such other certificates, affidavits and transcripts as may be required to show the facts within their knowledge or as shown by the books and records in their custody and under their control, relating to the validity and marketability of the Series 2022 Bonds, and such instruments, including any heretofore furnished, will be deemed representations of the Port Authority as to the facts stated therein.

5.02. Negotiated Sale. The Port Authority has retained the Municipal Advisor as an independent financial advisor, and the Port Authority has heretofore determined, and hereby determines, to sell the Series 2022 Bonds by private negotiation, all as provided by Section 475.60, Subdivision 2(9) of the Act. The Series 2022 Bonds are hereby authorized to be sold to the purchaser subject to the requirements of this Resolution and the approval of the Pricing Committee.

5.03. Official Statement. The Municipal Advisor will prepare, with assistance from Port Authority staff, City staff, and Bond Counsel, a Preliminary Official Statement to be used in the

marketing of the Series 2022 Bonds. The President, Chief Financial Officer, and Controller of the Port Authority, along with City staff, are authorized to take all necessary actions as required for the publication and approval of the Preliminary Official Statement. The use and distribution of the Preliminary Official Statement and of a final Official Statement (collectively, the "Official Statement") in connection with the offer and sale of the Series 2022 Bonds is hereby approved. The President and Chief Financial Officer (or their proper designees) are authorized and directed to certify that they have examined the Official Statement, and that to the best of their knowledge and belief the Official Statement is a complete and accurate representation of the facts and representations made therein as of the date of the Official Statement and that the Official Statement will not, at the date of closing, and did not, as of its date, contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading.

Section 6. Tax Covenants relating to Series 2022-1 Bonds.

6.01. Tax-Exempt Series 2022-1 Bonds. The Port Authority covenants and agrees with the holders from time to time of the Series 2022-1 Bonds that it will not take or permit to be taken by any of its officers, employees, or agents any action which would cause the interest on the Series 2022-1 Bonds to become includable in gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, in effect at the time of such actions, and that it will take or cause its officers, employees or agents to take, all affirmative action within its power that may be necessary to ensure that such interest will not become includable in gross income for federal income tax purposes under the Code and applicable Treasury Regulations, as presently existing or as hereafter amended and made applicable to the Series 2022-1 Bonds.

6.02. Compliance with Code. The Port Authority will comply with requirements necessary under the Code to establish and maintain the exclusion from gross income of the interest on the Series 2022-1 Bonds under Section 103 of the Code, including, without limitation, requirements relating to temporary periods for investments and limitations on gross proceeds invested at a yield greater than the yield on the Series 2022-1 Bonds.

6.03. Not Private Activity Bonds. The Port Authority further covenants not to use the proceeds of the Series 2022-1 Bonds or to cause or permit them or any of them to be used in such a manner as to cause the Series 2022-1 Bonds to be deemed to be "private activity bonds" within the meaning of Sections 103 and 141 through 150 of the Code.

6.04. Procedural Requirements. The Port Authority will use its best efforts to comply with any federal procedural requirements relating to the Series 2022-1 Bonds which may apply in order to effectuate the designations made by this section.

Section 7. Book-Entry System; Limited Obligation of Port Authority.

7.01. DTC. The Series 2022 Bonds will be initially issued in the form of a separate single typewritten or printed fully registered Series 2022 Bond for each of the maturities set forth in the certificate of the Pricing Committee. Upon initial issuance, the ownership of each Series 2022 Bond will be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York, and its successors and assigns ("DTC"). Except as provided in this section, all of the outstanding Series 2022

Bonds will be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC.

7.02. Participants. With respect to Series 2022 Bonds registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee of DTC, the Port Authority, the Registrar and the Paying Agent will have no responsibility or obligation to any broker dealers, banks and other financial institutions from time to time for which DTC holds Series 2022 Bonds as securities depository ("Participants") or to any other person on behalf of which a Participant holds an interest in the Series 2022 Bonds, including but not limited to any responsibility or obligation with respect to (i) the accuracy of the records of Cede & Co., DTC or any Participant with respect to any ownership interest in the Series 2022 Bonds, (ii) the delivery to any Participant or any other person (other than a registered owner of Series 2022 Bonds, as shown by the registration books kept by the Registrar), of any notice with respect to the Series 2022 Bonds, including any notice of redemption, or (iii) the payment to any Participant or any other person, other than a registered owner of Series 2022 Bonds, of any amount with respect to principal of, premium, if any, or interest on the Series 2022 Bonds. The Port Authority, the Registrar and the Paying Agent may treat and consider the person in whose name each Series 2022 Bond is registered in the registration books kept by the Registrar as the holder and absolute owner of such Series 2022 Bond for the purpose of payment of principal, premium and interest with respect to such Series 2022 Bond, for the purpose of registering transfers with respect to such Series 2022 Bonds, and for all other purposes. The Paying Agent shall pay all principal of, premium, if any, and interest on the Series 2022 Bonds only to or on the order of the respective registered owners, as shown in the registration books kept by the Registrar, and all such payments will be valid and effectual to fully satisfy and discharge the Port Authority's obligations with respect to payment of principal of, premium, if any, or interest on the Series 2022 Bonds to the extent of the sum or sums so paid. No person other than a registered owner of a Series 2022 Bond, as shown in the registration books kept by the Registrar, will receive a certificated Series 2022 Bond evidencing the obligation of this Resolution. Upon delivery by DTC to the Port Authority of a written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the words "Cede & Co." shall refer to such new nominee of DTC, and upon receipt of such a notice, the Port Authority shall promptly deliver a copy of the same to the Registrar and Paying Agent.

7.03. Representation Letter. The Port Authority has heretofore executed and delivered to DTC a Blanket Issuer Letter of Representations (the "Representation Letter") which shall govern payment of principal of, premium, if any, and interest on the Series 2022 Bonds and notices with respect to the Series 2022 Bonds. Any Paying Agent or Registrar subsequently appointed by the Port Authority with respect to the Series 2022 Bonds shall agree to take all action necessary for all representations of the Port Authority in the Representation Letter with respect to the Registrar and Paying Agent, respectively, to be complied with at all times.

7.04. Transfers Outside Book-Entry System. In the event the Port Authority, by resolution of the Board of Commissioners, determines that it is in the best interests of the persons having beneficial interests in the Series 2022 Bonds that they be able to obtain Series 2022 Bond certificates, the Port Authority will notify DTC, whereupon DTC will notify the Participants, of the availability through DTC of Series 2022 Bond certificates. In such event the Port Authority will issue, transfer and exchange Series 2022 Bond certificates as requested by DTC and any other registered owners in accordance with the provisions of this Resolution. DTC may determine to discontinue providing its services with respect to the Series 2022 Bonds at any time by giving notice to the Port Authority and discharging its responsibilities with respect thereto under applicable law. In such event, if no successor securities depository is appointed,

the Port Authority shall issue and the Registrar shall authenticate Series 2022 Bond certificates in accordance with this Resolution and the provisions hereof shall apply to the transfer, exchange and method of payment thereof.

7.05. Payments to DTC. Notwithstanding any other provision of this Resolution to the contrary, so long as a Series 2022 Bond is registered in the name of Cede & Co., as nominee of DTC, payments with respect to principal of, premium, if any, and interest on the Series 2022 Bond and all notices with respect to the Series 2022 Bond shall be made and given, respectively, in the manner provided in DTC's Operational Arrangements, as set forth in the Representation Letter.

Section 8. Defeasance. When all Series 2022 Bonds and all interest thereon have been discharged as provided in this section, all pledges, covenants and other rights granted by this Resolution to the holders of the Series 2022 Bonds will cease, except that the pledge of the City's full faith and credit by the Port Authority for the prompt and full payment of the principal of and interest on the Series 2022 Bonds will remain in full force and effect. The Port Authority may discharge all Series 2022 Bonds which are due on any date by depositing with the Registrar on or before that date a sum sufficient for the payment, including interest earned thereon, in full of the Series 2022 Bonds. If any Series 2022 Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued to the date of such deposit.

Section 9. No Bank Qualification. The Series 2022-1 Bonds are not designated as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code.

Section 10. Continuing Disclosure. In order to satisfy the continuing disclosure requirements of Rule 15c2-12(b)(5), 17 CFR §240, 15c2-12, promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, if necessary, the appropriate officials of the Port Authority are hereby authorized and directed to execute and deliver a continuing disclosure undertaking substantially in the form of the Continuing Disclosure Certificate set forth in the Official Statement (the "Continuing Disclosure Certificate") or work with the City staff for the City to execute and deliver the Continuing Disclosure Certificate since the Series 2022 Bonds are general obligations of the City. The Continuing Disclosure Certificate is hereby approved with such changes, modifications, additions, and deletions as shall be necessary and appropriate and approved by the City Attorney and Ballard Spahr LLP, as bond counsel to the Port Authority.

Section 11. 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.

Section 12. 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.

Section 13. Reimbursement. The Port Authority intends to make expenditures for the EAB Project financed by the Series 2022-1 Bonds and reimburse such expenditures from the proceeds of the obligations. This resolution is intended to constitute a declaration of the Port Authority's official intent, for purposes of Section 1.150-2 of the Treasury Regulations, with

respect to certain original expenditures made from any sources other than the proceeds of the obligations, in conjunction with the EAB Project.

Adopted: February 22, 2022

By _____
Its _____

ATTEST:

By _____
Its _____

CERTIFICATION

I hereby certify that this is a true and correct copy, as on file with the Port Authority of the City of Saint Paul.

Dated: February _____, 2022

Notary Public
Ramsey County of the State of Minnesota

(SEAL)

EXHIBIT A

FORM OF SERIES 2022-1 BOND

No. R-_____

\$_____

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

**PORT AUTHORITY OF THE CITY OF SAINT PAUL
TAX-EXEMPT GENERAL OBLIGATION BOND,
SERIES 2022-1 (SUSTAINABILITY BONDS)**

Interest Rate	Maturity Date	Date of Original Issue	CUSIP
_____ %	____ 1, 20 ____	April ____, 2022	_____

Registered Owner: CEDE & CO.

Principal Amount: _____ DOLLARS

KNOW ALL PERSONS BY THESE PRESENTS that the Port Authority of the City of Saint Paul, Minnesota (the "Issuer"), certifies that it is indebted and for value received hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, on the Maturity Date specified above, with interest thereon from the date hereof at the annual rate specified above, payable February 1 and August 1 in each year, commencing February 1, 2023, to the person in whose name this Series 2022-1 Bond is registered at the close of business on the fifteenth (15th) day (whether or not a business day) of the immediately preceding month. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by U.S. Bank Trust Company, National Association, as Registrar, Paying Agent, Transfer Agent, and Authenticating Agent, or its designated successor under the Resolutions described herein. For the prompt and full payment of such principal and interest as the same respectively become due, the full faith, credit and taxing powers of the City have been and are hereby irrevocably pledged by the Port Authority.

[Optional redemption provisions to be provided]

This Series 2022-1 Bond is one of an issue in the aggregate principal amount of \$_____, all of like original issue date and tenor, except as to number, maturity date, redemption privilege, and interest rate, all issued pursuant to an Ordinance of the City Council of the City of Saint Paul, Minnesota, adopted on June 23, 2021 and a resolution of the Board of Commissioners of the Issuer adopted on February 23, 2022, (collectively, the "Resolution"), concurrently with the Port Authority's issuance of its Taxable General Obligation Bonds, Series 2022-2 (Sustainability Bonds), in the aggregate principal amount of \$_____ (together with the "Series 2022-1 Bonds, the "Series 2022 Bonds"), for the purpose of providing money to: (i) finance the removal and replacement of approximately 13,000 ash trees that have been adversely affected by the Emerald Ash Borer (EAB) located on City boulevards, public right of ways, and other City land within the EAB Industrial Development District, (2) pay for other

purposes set forth in Minnesota Statutes, Sections 469.048 to 469.068, as amended, and Section 469.084, as amended (collectively, the "Port Authority Act"), and (iii) pay costs of issuance of the Series 2022 Bonds and capitalized interest. The principal hereof and interest hereon are payable primarily from ad valorem taxes, as set forth in the Resolution to which reference is made for a full statement of rights and powers thereby conferred. The full faith and credit of the City are irrevocably pledged for payment of this Series 2022-1 Bond and the Port Authority and the City are obligated to levy additional ad valorem taxes on all taxable property in the City in the event of any deficiency, which additional taxes may be levied without limitation as to rate or amount. The Series 2022-1 Bonds are issued only as fully registered bonds in denominations of \$5,000 or any integral multiple thereof of single maturities. The interest on this Series 2022-1 Bond shall be calculated on the basis of a year of 360 days and twelve 30-day months.

As provided in the Resolution and subject to certain limitations set forth therein, this Series 2022-1 Bond is transferable upon the books of the Port Authority at the principal office of the Registrar, by the registered owner hereof in person or by the owner's attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's attorney; and may also be surrendered in exchange for Series 2022-1 Bonds of other authorized denominations. Upon such transfer or exchange the Port Authority will cause a new Series 2022-1 Bond or Series 2022-1 Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The Port Authority and the Registrar may deem and treat the person in whose name this Series 2022-1 Bond is registered as the absolute owner hereof, whether this Series 2022-1 Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the Port Authority nor the Registrar will be affected by any notice to the contrary.

This Series 2022-1 Bond is not valid or obligatory for any purpose or entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon has been executed by the Registrar by manual signature of one of its authorized representatives.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed preliminary to and in the issuance of this Series 2022-1 Bond in order to make it a valid and binding general obligation of the Port Authority in accordance with its terms, have been done, do exist, have happened and have been performed as so required, and that the issuance of this Series 2022-1 Bond does not cause the indebtedness of the Port Authority to exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the Port Authority of the City of Saint Paul, Minnesota, by its Board of Commissioners has caused this Series 2022-1 Bond to be executed on its behalf by the facsimile signature of its Chair, attested by the facsimile signature of its Secretary.

**PORT AUTHORITY OF THE CITY OF SAINT
PAUL, MINNESOTA**

Chair or Designee

Attest:

Secretary or Designee

(The remainder of this page is intentionally left blank.)

CERTIFICATE OF AUTHENTICATION

This is one of the Series 2022-1 Bonds delivered pursuant to the Resolution mentioned within.

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION

By _____
Authorized Official

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Series 2022-1 Bond, will be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common	UNIF GIFT MIN ACT
TEN ENT -- as tenants by entireties	_____ Custodian _____ (Cust) (Minor)
JT TEN — as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts or Transfers to Minors Act, State of _____ _____

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

(The remainder of this page is intentionally left blank.)

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Series 2022-1 Bond and all rights thereunder, and does hereby irrevocably constitute and appoint _____ attorney to transfer the said Series 2022-1 Bond on the books kept for registration of the within Series 2022-1 Bond, with full power of substitution in the premises.

Dated: _____

Notice: The assignor’s signature to this assignment must correspond with the name as it appears upon the face of the within Series 2022-1 Bond in every particular, without alteration or any change whatever.

Signature Guaranteed:

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

The Registrar will not effect transfer of this Series 2022-1 Bond unless the information concerning the assignee requested below is provided.

Name and Address: _____

(Include information for all joint owners if
this Series 2022-1 Bond is held by joint account.)

Please insert social security or other identifying number of assignee

(The remainder of this page is intentionally left blank.)

EXHIBIT B

FORM OF SERIES 2022-2 BOND

No. R-_____

\$ _____

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

**PORT AUTHORITY OF THE CITY OF SAINT PAUL
TAXABLE GENERAL OBLIGATION BOND,
SERIES 2022-2 (SUSTAINABILITY BONDS)**

Interest Rate	Maturity Date	Date of Original Issue	CUSIP
_____ %	_____ 1, 20__	April __, 2022	_____

Registered Owner: CEDE & CO.

Principal Amount: _____ DOLLARS

KNOW ALL PERSONS BY THESE PRESENTS that the Port Authority of the City of Saint Paul, Minnesota (the "Issuer"), certifies that it is indebted and for value received hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above, on the Maturity Date specified above, with interest thereon from the date hereof at the annual rate specified above, payable February 1 and August 1 in each year, commencing February 1, 2023, to the person in whose name this Series 2022-2 Bond is registered at the close of business on the fifteenth (15th) day (whether or not a business day) of the immediately preceding month. The interest hereon and, upon presentation and surrender hereof, the principal hereof are payable in lawful money of the United States of America by check or draft by U.S. Bank Trust Company, National Association, as Registrar, Paying Agent, Transfer Agent, and Authenticating Agent, or its designated successor under the Resolutions described herein. For the prompt and full payment of such principal and interest as the same respectively become due, the full faith, credit and taxing powers of the City have been and are hereby irrevocably pledged by the Port Authority.

[Optional redemption provisions to be added]

This Series 2022-2 Bond is one of an issue in the aggregate principal amount of \$_____, all of like original issue date and tenor, except as to number, maturity date, redemption privilege, and interest rate, all issued pursuant to an Ordinance of the City Council of the City of Saint Paul, Minnesota, adopted on June 23, 2021 and a resolution of the Board of Commissioners of the Issuer adopted on February 23, 2022 (collectively, the "Resolution"), concurrently with the Port Authority's issuance of its Tax-Exempt General Obligation Bonds, Series 2022-1 (Sustainability Bonds), in the aggregate principal amount of \$_____ (together with the "Series 2022-2 Bonds, the "Series 2022 Bonds"), for the purpose of providing money to: (i) finance the removal and replacement of approximately 13,000 ash trees that have been adversely affected by the Emerald Ash Borer (EAB) located on City boulevards, public right of ways, and other City land within the EAB Industrial Development District, (2) pay for other

purposes set forth in Minnesota Statutes, Sections 469.048 to 469.068, as amended, and Section 469.084, as amended (collectively, the "Port Authority Act"), and (iii) pay costs of issuance of the Series 2022 Bonds and capitalized interest. The principal hereof and interest hereon are payable primarily from ad valorem taxes, as set forth in the Resolution to which reference is made for a full statement of rights and powers thereby conferred. The full faith and credit of the City are irrevocably pledged for payment of this Series 2022-2 Bond and the Port Authority and the City are obligated to levy additional ad valorem taxes on all taxable property in the City in the event of any deficiency, which additional taxes may be levied without limitation as to rate or amount. The Series 2022-2 Bonds are issued only as fully registered bonds in denominations of \$5,000 or any integral multiple thereof of single maturities. The interest on this Series 2022-2 Bond shall be calculated on the basis of a year of 360 days and twelve 30-day months.

As provided in the Resolution and subject to certain limitations set forth therein, this Series 2022-2 Bond is transferable upon the books of the Port Authority at the principal office of the Registrar, by the registered owner hereof in person or by the owner's attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's attorney; and may also be surrendered in exchange for Series 2022-2 Bonds of other authorized denominations. Upon such transfer or exchange the Port Authority will cause a new Series 2022-2 Bond or Series 2022-2 Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The Port Authority and the Registrar may deem and treat the person in whose name this Series 2022-2 Bond is registered as the absolute owner hereof, whether this Series 2022-2 Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the Port Authority nor the Registrar will be affected by any notice to the contrary.

This Series 2022-2 Bond is not valid or obligatory for any purpose or entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon has been executed by the Registrar by manual signature of one of its authorized representatives.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed preliminary to and in the issuance of this Series 2022-2 Bond in order to make it a valid and binding general obligation of the Port Authority in accordance with its terms, have been done, do exist, have happened and have been performed as so required, and that the issuance of this Series 2022-2 Bond does not cause the indebtedness of the Port Authority to exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the Port Authority of the City of Saint Paul, Minnesota, by its Board of Commissioners has caused this Series 2022-2 Bond to be executed on its behalf by the facsimile signature of its Chair, attested by the facsimile signature of its Secretary.

**PORT AUTHORITY OF THE CITY OF SAINT
PAUL, MINNESOTA**

Chair or Designee

Attest:

Secretary or Designee

(The remainder of this page is intentionally left blank.)

CERTIFICATE OF AUTHENTICATION

This is one of the Series 2022-2 Bonds delivered pursuant to the Resolution mentioned within.

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION

By _____
Authorized Official

ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Series 2022-2 Bond, will be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common	UNIF GIFT MIN ACT
TEN ENT -- as tenants by entireties	_____ Custodian _____ (Cust) (Minor)
JT TEN — as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts or Transfers to Minors Act, State of _____ _____

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

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ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Series 2022-2 Bond and all rights thereunder, and does hereby irrevocably constitute and appoint _____ attorney to transfer the said Series 2022-2 Bond on the books kept for registration of the within Series 2022-2 Bond, with full power of substitution in the premises.

Dated: _____

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Series 2022-2 Bond in every particular, without alteration or any change whatever.

Signature Guaranteed:

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

The Registrar will not effect transfer of this Series 2022-2 Bond unless the information concerning the assignee requested below is provided.

Name and Address: _____


(Include information for all joint owners if this Series 2022-2 Bond is held by joint account.)

Please insert social security or other identifying number of assignee

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MEMORANDUM

To: BOARD OF COMMISSIONERS **Meeting Date:** February 22, 2022

From: Bruce Kessel 

Subject: **APPROVAL OF THE TEMPORARY SPENDING PLAN FOR TAX INCREMENT FINANCING BALANCES IN GREAT NORTHERN BUSINESS CENTER—SOUTH, GRIFFIN, WESTMINSTER, AND WILLIAMS HILL REDEVELOPMENT TAX INCREMENT FINANCING DISTRICTS
RESOLUTION NO. 4713**

Action Requested:

Approval of the Temporary Spending Plan for tax increment financing balances in Great Northern Business Center—South, Griffin, Westminster, and Williams Hill Redevelopment Tax Increment Financing Districts.

Background:

During the 2021 Minnesota Legislative Session, a temporary amendment by way of a new subdivision to Minnesota Statutes § 469.176, Subd. 4n, was adopted, which, among other uses, included new opportunities to use tax increment financing balances from existing districts to stimulate new construction of private buildings.

Cash balances in existing TIF districts can be used to provide improvements, loans, interest rate subsidies or assistance in any form to private development consisting of the construction or substantial rehabilitation of buildings and ancillary facilities, if doing so will create or retain jobs in the state, including construction jobs, and that the construction commences before December 31, 2025, and would not have commenced before that date without the proposed assistance. The only procedural requirement is a public hearing with at least a 10-day notice in the newspaper and the City of Saint Paul must approve of the spending plan. Any cash balances must be expended by December 31, 2025.

Current Status:

The Port Authority of the City of Saint Paul (“Port Authority”) has four TIF districts that have cash balances that could be utilized as described, in the following Redevelopment Tax Increment Financing Districts:

	Cash on Hand <u>12-31-2020</u>	Unobligated <u>2021</u>	Unobligated <u>2022</u>	Total <u>Available</u>
GNBC South	\$ 68,038	\$ 235,662	\$196,300	\$500,000
Griffin	207	163,000	136,793	300,000
Westminster	58,939	1,211,961	1,029,100	2,300,000
Williams Hill	<u>\$900,992</u>	<u>1,506,008</u>	<u>1,493,000</u>	<u>3,900,000</u>
	\$1,028,176	\$3,116,631	\$2,855,193	\$7,000,000

Footnote: GNBC South (Great Northern Business Center South – Dale Street)

The cash on hand and generated through December 31, 2022, after meeting the debt service requirements on debt incurred for the development of these districts is available cash under the Statute. Because these districts are performing better than original projections, we are able to meet the scheduled debt service payments as well as generate the cash balances which will be used to stimulate private development. After December 31, 2022, we will pay down the Districts' debt as soon as is allowed by the terms of the debt and will then decertify the Districts.

Staff has identified four potential risks associated with adopting and implementing this plan, namely: 1) the funds are not used; 2) no private development occurs before December 31, 2025; 3) funds that are transferred were not eligible for the special legislation; and 4) the funds were used in a way that did not meet the statutory requirements. If the funds are not used, there is no financial risk in that the funds would be returned to the associated TIF District. Our proposed use of these funds was reviewed by outside counsel as well as The City of Saint Paul (the "City) staff to ensure the intended uses conform to the statutory requirements as well as being consistent with the City/HRA's format for their Temporary TIF Spending Plan and related actions.

The master plan for the Hillcrest project should go before the City Council in the next several months. Until the master plan is adopted no funds would be spent. Upon adoption of the master plan, the associated public improvement plan for the project would be finalized and bids would be obtained to begin the necessary infrastructure work. Several private businesses appear willing to enter into negotiations to purchase some of the industrial development sites as soon as it is ready for development, which should be shortly after the necessary infrastructure is in place to meet their needs; it should be noted that they have all indicated that they would not be interested in site(s) if they bore the entire cost of the land and related public infrastructure in that the associated costs would exceed the value of the site. This activity could occur in 2023 which is two years before the statutory end date for one private development to occur before December 31, 2025. Lastly, if these funds are spent and it is later determined that they were ineligible outlays, they would need to be repaid. This is the same risk that occurs with any use of TIF or bond proceeds. We deem this risk to be low in that we have obtained outside counsel's input into its use.

Proposal:

We are recommending that the attached resolution and spending plan be approved and presented to the City Council for their approval at a public hearing. The proposed spending plan allows the President of the Port Authority to identify potential uses of the TIF balances that meet the terms of the legislation and requires the approval of the Port Authority Board of Commissioners prior to the use of any portion of the TIF balances. This would meet the statutory requirements and allow us to react quickly when the right opportunity occurs.

Recommendation:

We recommend approval of the Temporary Spending Plan for tax increment financing balances in Great Northern Business Center—South, Griffin, Westminster, and Williams Hill Redevelopment Tax Increment Financing Districts.

Attachment: Resolution

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

**[APPROVAL OF THE TEMPORARY SPENDING PLAN FOR TAX INCREMENT FINANCING
BALANCES IN GREAT NORTHERN BUSINESS CENTER – SOUTH, GRIFFIN, WESTMINSTER,
AND WILLIAMS HILL REDEVELOPMENT TAX INCREMENT FINANCING DISTRICTS]**

WHEREAS, Minnesota Statutes § 469.176 was amended by the 2021 Legislative Session to add Subdivision 4n providing temporary authority to use tax increment financing balances on hand in any tax increment financing district to provide for improvements, loans, interest rate subsidies or assistance in any form to private development consisting of the construction or substantial rehabilitation of buildings and ancillary facilities, if doing so will create or retain jobs in the state, including construction jobs.

WHEREAS, under the provisions of Minn. Stat. §469.176, Subd. 4n, tax increments used in this way must be transferred by December 31, 2022, and spent by December 31, 2025, for projects in which construction will commence before December 31, 2025.

WHEREAS, the Port Authority of the City of Saint Paul ("Port Authority") currently has or expects to have tax increment financing balances totaling approximately \$7,000,000 ("TIF Balances") in the Great Northern Business Center - South, Griffin, Westminster and Williams Hill Tax Redevelopment Tax Increment Financing Districts.

WHEREAS, prior to spending the TIF Balances, the Port Authority is required to obtain the approval of the City of Saint Paul to a written spending plan that specifically authorizes the Port Authority to take the actions described in Minn. Stat. § 469.176, Subd. 4n, which approval is to be given only after a public hearing as provided in the statutes.

WHEREAS, the Port Authority wishes to spend the TIF Balances according to the plan described in Exhibit A hereto, and proposes to submit this plan to the City of Saint Paul for its consideration at a meeting to be held on an appropriate date, after publication of the required notice of public hearing.

WHEREAS, it is desirable that the TIF Balances be spent by the Port Authority in the manner authorized by the 2021 Legislation in order to create or retain jobs, including construction jobs, by stimulating private development that would not have commenced before December 31, 2025, without the proposed assistance.

WHEREAS, the Port Authority Credit Committee has reviewed and approved this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Port Authority of the City of Saint Paul as follows:

1. The Port Authority Board of Commissioners believes that it is desirable and in the best interest of the Tax Increment Financing Districts to use TIF Balances in the manner described in the spending plan attached hereto as Exhibit A, to stimulate private development that would not have occurred before December 31, 2025, without such assistance, if doing so will create or retain jobs in the state, including construction jobs.

2. The Board of Commissioners finds that, without the infrastructure proposed to be financed with tax increments under the spending plan, private development would not occur within the Port Authority's Hillcrest Industrial Development District before December 31, 2025, and that assistance in the form of necessary public infrastructure will stimulate private development and the creation or retention of jobs in the state, including construction jobs.

3. The Board of Commissioners finds that the tax increments to be transferred under the spending plan are not needed to pay obligations of the Port Authority's tax increment financing districts due within the six months following such transfer and are not improperly retained, received, spent, or transferred.

4. The spending plan attached to this Resolution as Exhibit A is hereby approved, and Port Authority management is hereby authorized to submit this spending plan to the City of Saint Paul for its approval at a public hearing to be held following notice as required by statute, and to provide for the publication of appropriate notice.

5. The President of the Port Authority is hereby authorized to identify potential uses of the TIF Balances which are in accordance with the spending plan approved by this Resolution, and for projects that are likely to result in the most efficient and effective use of such funds, and to bring his recommendations to the Board of Commissioners for approval prior to the use of any portion of the TIF Balances.

6. The President of the Port Authority is hereby further authorized to execute any and all documents that are necessary or desirable to affect the spending plan described in Exhibit A attached hereto, including, without limitation, the documents that are needed to provide for any loan, grant or other use of TIF Balances in a way contemplated by the spending plan.

Adopted: _____

PORT AUTHORITY OF THE CITY
OF SAINT PAUL

By _____
Its Chair

Attest:

By _____
Its Secretary

EXHIBIT A
TO
RESOLUTION No. 4713

Spending Plan for TIF Balances

The Port Authority currently has or expects to have tax increment cash balances in its Great Northern Business Center South Redevelopment Tax Increment Financing District, Griffin Redevelopment Tax Increment Financing District, Westminster Redevelopment Tax Increment Financing District and the Williams Hill Redevelopment Tax Increment Financing District of \$500,000, \$300,000, \$2,300,000 and 3,900,000, respectively, totaling \$7,000,000.

Pursuant to the authority granted by Minn. Stat. § 469.176, Subd. 4n (the "Act"), the Port Authority desires to spend these TIF Balances in a way that will provide for the most efficient and effective use of such funds, and the creation or retention of the highest reasonable number of jobs.

As a result of the foregoing, the Port Authority plans to spend the TIF Balances on infrastructure (grading, roads, water, sewer, and other related public infrastructure) located within its Hillcrest Industrial Development District within the City of Saint Paul by providing improvements, loans, grants, interest rate subsidies, equity investments or assistance in any other form, to private development consisting of the construction or substantial rehabilitation of buildings and ancillary facilities, if doing so will create or retain jobs in the City of Saint Paul, including construction jobs.

It is intended that the President of the Port Authority determine, in the first instance, how the TIF Balances described herein should be used within the authority provided by the Act, and to consider in his determinations whether: (a) construction on the project will commence before December 31, 2025, as required by the Act; (b) TIF Balances will be spent on or before December 31, 2025 as required by the Act; (c) the assistance provided by the use of TIF Balances will allow construction to commence at all, or sooner than it would have commenced without assistance; and (d) a project will be made financially feasible by the assistance provided by the use of these TIF Balances. The President of the Port Authority shall then return to the Port Authority Board of Commissioners with his recommendations, and for approval by the Port Authority Board of Commissioners prior to the use of any portion of the TIF Balances.