

Redevelopment Authority of the City of Milwaukee

Resolution No.: 10285
Adopted on: May 19, 2011
Project / Area: North Green Bay Avenue/West Ring Street
Aldermanic District: 6th

Resolution Authorizing the Issuance of Redevelopment Revenue Refunding Bonds, Series 2011 (Heartlove Place Project).

Whereas, the Redevelopment Authority of the City of Milwaukee, Wisconsin (the "Authority") is a redevelopment authority organized and existing under and pursuant to the laws of the State of Wisconsin and is authorized by Section 66.1333 of the Wisconsin Statutes, as amended (the "Act") to issue bonds or other indebtedness to finance blight elimination activities under the Act; and

Whereas, the Authority heretofore issued its \$2,500,000 Redevelopment Authority of the City of Milwaukee Variable Rate Demand Redevelopment Revenue Bonds, Series 2007 (Heartlove Place Project) (the "Series 2007 Bonds") on behalf of Heartlove Place, Inc., a Wisconsin nonstock, nonprofit corporation (the "Borrower") to refund certain outstanding indebtedness of the Borrower incurred for financing a project described as follows (collectively, "Project"), which Project is owned by the Borrower and leased to Hope Lutheran School, Inc., a Wisconsin nonstock, nonprofit corporation and operated as a choice school in the City of Milwaukee, Wisconsin (the "City"):

- (i) the acquisition of land;
- (ii) the construction and equipping of an approximately 30,650 square foot addition to the existing facility located at 3229 North Dr. Martin Luther King Drive, Milwaukee, Wisconsin (the "Project Site"); and
- (iii) the payment of certain expenses incurred in connection with the issuance of the Series 2007 Bonds.

Whereas, as of May 24, 2011, all of the Series 2007 Bonds will be held as "bank bonds" by Citizens Bank;

Whereas, the Borrower and InvestorsBank have agreed that InvestorsBank will purchase all of the outstanding Series 2007 Bonds from the existing Bondowner on or about May 25, 2011;

Whereas, to allow for necessary re-documentation, the Borrower has requested the Authority to issue its Redevelopment Revenue Refunding Bonds, Series 2011 (Heartlove Place Project) in an amount not to exceed \$2,210,000 (the "Bonds"), to refund the Series 2007 Bonds;

Whereas, the Project is located within a Redevelopment Project Area and therefore, the Project is considered a "blighted area" within the meaning of the Act and is a "redevelopment project" within the meaning of the Act for purposes of issuing Bonds; and

Whereas, the Authority has received and will continue to receive substantial municipal benefits from the financing of the Project including by way of illustration, but not limitation, the alleviation of the conditions of urban blight found by the Authority and the City to be present at

the Project Site; the promotion of a decent living environment and adequate places for employment of the people of the City at the Project Site; retention of and more steady employment of its citizens resulting in the alleviation of unemployment within the City; stimulation for expansion of existing and new business; stimulation of private investment funds from financial institutions; and betterment of the City's environment and economy; and

Whereas, the Borrower has presented the Authority with proposed documentation for the Bonds (collectively, the "Bond Documents"), as follows:

- (a) a Bond Agreement (the "Bond Agreement") to be entered into by and among the Authority, the Borrower, InvestorsBank, as trustee (the "Trustee") and InvestorsBank, as original purchaser (the "Original Purchaser"); and
- (b) a Promissory Note relating to the Bonds (the "Promissory Note") from the Borrower to the Authority, and assigned to the Trustee;
- (c) a No Arbitrage Certificate; now, therefore, be it

Resolved, by the governing body of the Authority that the issuance and sale of the Bonds for the purpose of refunding the Series 2007 Bonds is approved; and, be it

Further Resolved, That:

1. Additional Findings and Determinations. It has been found and determined and is declared as follows:
 - (a) the site of the Project, 3229 North Dr. Martin Luther King Drive, all in the City of Milwaukee, Wisconsin, has been determined to be a "blighted property" within the meaning of the Act;
 - (b) the Project is a "Redevelopment Project" within the meaning of the Act;
 - (c) the purpose of the Authority financing the costs of the Project is and the effect thereof will be to promote the public purposes set forth in the Act;
 - (d) it is desirable that revenue bonds in an aggregate principal amount not to exceed \$2,210,000 (the "Bond Amount") be issued by the Authority, maturing at such date and in such amount and at such interest rates and upon the terms set forth in the Bond Agreement under the provisions of which the Authority's interests in Bond Agreement (except for certain rights provided therein) and the loan repayments will be assigned to the Trustee as security for the payment of principal of, premium, if any, and interest on all Bonds outstanding under the Bond Agreement;
 - (e) the estimated aggregate cost of financing the Project and paying the costs incident to the financing is not less than the Bond Amount; and
 - (f) the loan repayments required to be made by the Borrower under the Bond Agreement will be sufficient to produce income and revenue to provide for prompt payment of principal of and interest on and premium, if any, on all Bonds issued under the Bond Agreement when due; the amount necessary in each year to pay principal and interest on the Bonds due in such year, whether on a stated payment date, a redemption date, or

otherwise; and the Bond Agreement provides that the Borrower shall provide for the maintenance of the Project in good repair and keeping it properly insured.

2. Designation, Denomination, Tenor, Maturity and Scheduled Mandatory Redemptions of Bonds Created for Issuance. The Bonds shall be issued in an aggregate principal amount not to exceed \$2,210,000 and shall be designated as follows:

REDEVELOPMENT AUTHORITY OF THE CITY OF MILWAUKEE, WISCONSIN
REDEVELOPMENT REVENUE REFUNDING BONDS, SERIES 2011
(HEARTLOVE PLACE PROJECT)

The Bonds shall be issued in the form and upon the terms set forth in the Bond Agreement, which terms, including without limitation interest rates, redemption provisions and maturity, are for this purpose incorporated in this Resolution and made a part hereof, with such insertions therein as shall be necessary to comply with the terms of this Resolution and with such corrections therein, if any, as bond counsel may require for conformity with the terms of this Resolution, the Bond Agreement and the Act.

3. Execution and Authentication of Bonds. The Bonds shall be executed on behalf of the Authority with the facsimile or manual signature of its Chairperson, countersigned with the facsimile or manual signature of its Executive Director, and shall have impressed, imprinted or otherwise reproduced thereon an official seal, if any, of the Authority or a facsimile thereof. No Bond shall be issued unless first authenticated by the Trustee to be evidenced by the manual signature of an authorized signatory of the Trustee on each Bond.
4. Approvals and Authorizations. The Bond Documents are approved. The Chairperson and the Executive Director of the Authority are authorized and directed in the name and on behalf of the Authority to execute such documents to which the Authority is a party, and either one of them or both of them are authorized and directed to execute such other documents agreements, instruments or certificates as are deemed necessary or desirable by counsel for the Authority or bond counsel, including an Internal Revenue Service Form 8038, a No Arbitrage Certificate, certified copies of all proceedings and records of the Authority relating to the Bonds, and such other affidavits and certificates as may be required by the Trustee, the Underwriter and bond counsel to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished shall constitute representations of the Authority as to the truth of all statements contained therein, and such other documents as may be necessary to effectuate the closing of the Bonds and which are approved by bond counsel and by counsel for the Authority. In particular, they are authorized and directed to publish the Notice to Electors (attached hereto as Exhibit A) pursuant to Wis. Stats. § 893.77.
5. Designation of Trustee. The initial Trustee under the Bond Agreement shall be InvestorsBank.
6. Bonds as Limited Obligations. The Bonds and interest thereon shall never be or be considered a general obligation of the Authority or the City or an indebtedness of the Authority or the City within the meaning of any State constitutional provision or statutory limitation, and shall not constitute or give rise to a pecuniary liability of the Authority or the City or a charge against their general credit or the City's taxing powers.
7. Source of Payment; Pledge of Revenues. The Bonds shall be limited obligations of the Authority payable by it solely from revenues and income derived by or for the account of the

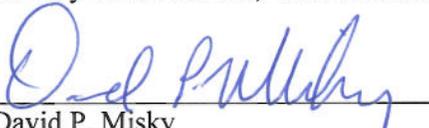
Authority from or for the account of the Borrower pursuant to the terms of the Bond Agreement. As security for the payment of the principal of, premium, if any, and interest on the Bonds, the Authority shall pledge and assign to the Trustee all of its right, title and interest in and to the trust estate described in the Bond Agreement.

8. Redemption of Bonds Prior to Maturity. In addition to scheduled principal payments, the Bonds shall be subject to mandatory and optional redemptions prior to maturity as provided in the Bond Agreement.
9. Trust Funds. The trust funds and accounts created under the Bond Agreement to be held in the custody of the Trustee and applied for the uses and purposes provided in the Bond Agreement are authorized and approved. Any moneys held as a part of the trust funds held by the Trustee under the Bond Agreement may be invested and reinvested by the Trustee in accordance with the Bond Agreement.
10. Execution and Delivery of Documents. The Chairperson and the Executive Director of the Authority are authorized for and in the name of the Authority to execute and deliver the Bond Documents. The execution and delivery of any Bond Documents or any other document by the Chairperson or the Executive Director of the Authority shall be conclusive evidence of the approval of the Authority of such document in accordance with the terms thereof. The approval hereby given to the various documents referred to in this Resolution includes the approval of such additional details therein as may be necessary and appropriate for their completion and such modifications thereto, deletions therefrom and additions thereto as may be approved by the counsel for the Authority and bond counsel. The execution of any document by the appropriate officer or officers of the Authority herein authorized shall be conclusive evidence of the approval by the Authority of such document in accordance with the terms hereof.
11. Effective Date; Conformity. This Resolution shall be effective immediately upon its passage and approval. To the extent that any prior resolutions of the Authority are inconsistent with the provisions hereof, this Resolution shall control and such prior resolutions shall be deemed amended to such extent as may be necessary to bring them in conformity with this Resolution.

CERTIFICATION

(seal)

I certify that the forgoing is a true and exact copy of a resolution adopted by the Redevelopment Authority of the City of Milwaukee, WI on the date set forth above.



David P. Misky
Assistant Executive Director – Secretary

EXHIBIT A

NOTICE TO ELECTORS OF THE CITY OF MILWAUKEE
RELATING TO BOND SALE

On May 19, 2011, a resolution was offered, adopted and approved by the Redevelopment Authority of the City of Milwaukee, Wisconsin (the "Authority"), whereby the Authority authorized the issuance and sale of its Redevelopment Revenue Refunding Bonds, Series 2011 (Heartlove Place Project) in an amount not to exceed \$2,210,000 (the "Bonds"). It is anticipated that the closing of this bond sale will be held on or about May 25, 2011. A copy of all proceedings had to date with respect to the authorization and sale of said bonds is on file and may be examined in the office of the said Authority.

This notice is given pursuant to Section 893.77, Wisconsin Statutes, which provides that an action or proceedings to contest the validity of such municipal financing, for other than constitutional reasons, must be commenced within 30 days after the date of publication of this Notice.

David P. Misky
Executive Director-Secretary
Redevelopment Authority of the
City of Milwaukee, Wisconsin

Publication Date: _____, 2011