

Redevelopment Authority of the City of Milwaukee

Resolution No.: 10442
Adopted on: August 15, 2013
Project / Area: Bonds
Aldermanic District: 4th

Resolution authorizing the issuance of Redevelopment Education Refunding Revenue Bonds (Milwaukee Science Education Consortium, Inc. Project) Series 2013, in an aggregate principal amount not to exceed \$15,000,000.

Whereas, Milwaukee Science Education Consortium, Inc., a Wisconsin nonstock, nonprofit corporation (the "Borrower") has been designated as an Internal Revenue Code Section 501(c)(3) organization, and has been designated as a charter school; and

Whereas, pursuant to Resolution 9727 adopted by the Authority on May 19, 2005, the Authority issued \$11,910,000 aggregate principal amount of its Redevelopment Education Revenue Bonds (Milwaukee Science Education Consortium, Inc. Project), Series 2005A (the "Prior Bonds") and loaned the proceeds thereof to the Borrower for the following purposes: (i) to purchase, rehabilitate and equip an elementary and high school located at 2000 West Kilbourn, Milwaukee, Wisconsin (the "Project"), (ii) to fund a debt service reserve fund, and (iii) to pay certain costs associated with the issuance of the Prior Bonds; and

Whereas, the Borrower has requested that the Authority issue bonds and loan the proceeds thereof to the Borrower for the following purposes: (i) to refund the outstanding Prior Bonds (the "Refunded Bonds"), (ii) to fund a debt service reserve fund, and (iii) to pay certain costs associated with the issuance of the bonds described in the title of this Resolution (the "Bonds"); and

Whereas, in furtherance of the purposes of Section 66.1333, Wisconsin Statutes (the "Act"), the Authority proposes to issue the Bonds, the proceeds of which will be loaned to the Borrower to assist the Borrower in financing and refinancing the Project; and

Whereas, there has been presented to this meeting the proposed substantially final forms of (a) the Indenture of Trust (the "Indenture") between the Authority and Wells Fargo Bank, National Association, as Trustee (the "Trustee"), (b) the Loan Agreement between the Authority and the Borrower (the "Loan Agreement"), (c) the Bond Purchase Agreement (the "Bond Purchase Agreement") among R.W. Baird & Co., Incorporated, on behalf of itself and any other underwriters (collectively, the "Underwriter"), the Authority and the Borrower, (d) the Tax Certificate as to Arbitrage and the Provisions of Section 103 and 141-150 of the Internal Revenue Code of 1986 (the "Tax Certificate") among the Authority, the Borrower and the Underwriter, and (e) the Preliminary Official Statement (the "Offering Document") (each of the foregoing documents are collectively referred to as the "Authority Documents"); now, therefore, be it

Resolved by the Redevelopment Authority of the City of Milwaukee, Wisconsin that:

Section 1. Definitions. In addition to words and terms elsewhere defined in this Resolution, the capitalized words and terms used herein shall have the meaning given in Article I of the Indenture.

Section 2. Ratification of Actions. All actions (not inconsistent with the provisions of this Resolution) heretofore taken by or at the direction of the Authority and its directors, officers,

counsel, advisors or agents directed toward the sale and issuance of the Bonds are hereby approved and ratified. Further, all actions previously taken or to be taken by the Authority's counsel or Kutak Rock LLP, Chicago, Illinois, as bond counsel, in connection with the preparation and publication of one or more Notices of Public Hearing or the conducting of one or more public hearings on behalf of the Authority are also hereby authorized, ratified, and confirmed and the Authority hereby approves the issuance of the Bonds for all purposes under the Code.

Section 3. Bond Authorization. The Bonds are hereby authorized as revenue bonds to be designated Redevelopment Authority of the City of Milwaukee, Wisconsin Redevelopment Education Refunding Revenue Bonds (Milwaukee Science Education Consortium, Inc. Project) Series 2013A and Redevelopment Authority of the City of Milwaukee, Wisconsin Redevelopment Education Refunding Revenue Bonds (Milwaukee Science Education Consortium, Inc. Project) Taxable Series 2013A-T, which shall be issued in one or more series in an aggregate principal amount not in excess of \$15,000,000. The Bonds shall be in substantially the form(s) set forth in the proposed form of Indenture, and will mature on the dates and in the amounts and will bear interest at the rates set forth in the Indenture. The Bonds shall be payable and subject to redemption prior to maturity as provided in the Indenture.

Section 4. Special Limited Obligations; Other Bonds. The Bonds shall be payable solely from the receipts and revenues received by, or on behalf of, the Authority pursuant to the Indenture. Nothing contained in (a) this Resolution, (b) any of the Authority Documents, or (c) any other agreement, certificate, document, or instrument executed in connection with the issuance of the Bonds shall be construed as obligating the Authority (except as a special limited obligation to the extent provided in such documents or instruments) or obligating the City of Milwaukee (the "City"), or as incurring a charge upon the general credit of the Authority or of the City, nor shall the breach of any agreement contemplated by (x) this Resolution, (y) any of the Authority Documents, or (z) any other instrument or documents executed in connection therewith impose any charge upon the general credit of the Authority or of the City. The Authority has no taxing power.

Prior to the issuance of the Bonds, the Authority has issued, and subsequent to the issuance of the Bonds, the Authority may issue bonds in connection with the financing of other projects (said bonds together with any bonds issued by the Authority between the date hereof and the issuance of the Bonds shall be referred to herein as the "Other Bonds"). Any pledge, mortgage, or assignment made in connection with the Other Bonds shall be protected, and any funds pledged or assigned for payment of principal, premium, if any, or interest on the Other Bonds shall not be used for the payment of principal, premium, if any, or interest on the Bonds. Any pledge, mortgage, or assignment made in connection with the Bonds shall be protected, and no funds pledged or assigned for the payment of the Bonds shall be used for the payment of principal, premium, if any, or interest on the Other Bonds.

Section 5. Conditions. The Bonds shall not be issued unless and until: (a) all agreements, certificates, documents, or instruments requiring the execution or consent of Authority are in a form and substance acceptable to the Authority's counsel; and (b) the Authority receives such opinions, certificates, comfort letters and consent letters in connection with the Bonds as the Authority's counsel or advisors may deem necessary or appropriate, in form and substance satisfactory to the Authority's counsel and advisors.

Section 6. Acknowledgement of Role. At the request of the Borrower, Kutak Rock LLP, Chicago, Illinois, shall serve as bond counsel.

Section 7. Bond Form. The forms, terms, and provisions of the Bonds, in the form(s) contained in the Indenture, are hereby approved, with only such changes as are approved by the officers authorized to execute the Bonds (which approval will be conclusively established by their execution thereof). Upon satisfaction of the conditions set forth in Section 5 hereof, the Authority's Chairman or any officer is hereby authorized to execute the Bonds and each is hereby authorized to deliver them. The signatures of the Authority's officers on the Bonds may be by facsimile.

Section 8. Authority Documents. The forms, terms, and provisions of each of the Authority Documents (including the exhibits thereto) presented to this meeting, are hereby approved, with such insertions, deletions, and changes as are approved by the officers authorized to execute the documents (which approval will be conclusively established by their execution thereof). Upon satisfaction of the conditions set forth in Section 5 hereof, any officer of the Authority is hereby authorized to execute each of the Authority Documents.

Section 9. Further Actions. The officers of the Authority, upon satisfaction of the conditions set forth in Section 5 hereof, shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby and thereby, including without limitation, the execution and delivery of the closing and other documents required to be delivered in connection with the issuance, sale, and delivery of the Bonds.

Section 10. Trustee Appointment. At the direction of the Borrower, Wells Fargo Bank, National Association, is appointed as the Trustee under the Indenture.

Section 11. Sale of Bonds to Underwriter. The Bonds will be sold to the Underwriter pursuant to the Bond Purchase Agreement and such sale is hereby approved, at the purchase price set forth, and on the terms and conditions described, in the Bond Purchase Agreement. The President or any officer of the Authority is authorized and directed to execute and deliver the Bond Purchase Agreement and to make on behalf of the Authority the necessary arrangements to establish the date, location, procedure and conditions for the delivery of the Bonds to the Underwriter, and to take all steps necessary to effect due execution and delivery to the Underwriter of the Bonds (or temporary bonds delivered in lieu of definitive Bonds until their preparation and delivery can be effectuated) under the terms of this Bond Resolution, the Bond Purchase Agreement, the Loan Agreement and the Indenture.

Section 12. Open Meeting Laws. It is found and determined that all formal actions of the Authority and its Members concerning and relating to the adoption of this Resolution were adopted in an open meeting and that all deliberations that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements of the State and the Authority.

Section 13. Irrepealability. After the Bonds are delivered by the Trustee to the original purchasers upon receipt of payment therefore, this Resolution shall be and remain irrepealable until the Bonds and interest thereon shall have been fully paid, canceled, and discharged.

Section 14. Severability. If any section, paragraph, clause, or provision of this Resolution shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 15. Waiver. Any provisions of the Authority's prior resolutions (except as specified in Section 2 hereof) inconsistent herewith are waived only to the extent of such inconsistency. This waiver shall not be construed as repealing any resolution or any part thereof.

Section 16: Issuance Fee. Issuance of the Bonds is expressly conditioned on the issuer receiving, upon issuance, a fee in the amount of 0.5% of the principal amount of the Bonds, less any application fee previously paid to the Issuer.

Section 17. Headings. Subject headings included in this Resolution are included for purpose of convenience only and shall not affect the construction or interpretation of any of its provisions.

Section 18. Effectiveness. This Resolution shall be effective immediately.

CERTIFICATION

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.

(seal)



David P. Misky
Assistant Executive Director – Secretary
