Redevelopment Authority of the City of Milwaukee

Resolution No.:	10322
Adopted on:	November 17, 2011
Project / Area:	TID No. 75 (Reed Street Yards)
Aldermanic District:	12th

Resolution relating to issuance of redevelopment revenue bonds with respect to the Milwaukee Water Council Accelerator Building Project.

Whereas, the Redevelopment Authority of the City of Milwaukee (the "Authority") is a redevelopment authority organized by the City of Milwaukee, Wisconsin (the "City"), and existing under and pursuant to the laws of the State of Wisconsin and is authorized by Wisconsin Statutes section 66.1333, as amended (the "Act"), to:

(a) carry out redevelopment and urban renewal projects within the corporate limits of the City;

(b) assist private acquisition, improvement and development of blighted property for the purpose of eliminating the status as blighted property;

(c) enter into contracts with redevelopers of property containing covenants, restrictions and conditions regarding the use of such property for the purpose of eliminating the status of the property as blighted property; and

(d) issue bonds or other indebtedness; and

Whereas, Water Accelerator, LLC, a Wisconsin limited partnership (the "Company"), and/or some or all of the members of the Company or principals of member(s) of the Company (individually or as a part of any combination, joint venture, limited liability company, limited liability partnership or partnership of which any of the foregoing are a part) (the foregoing are collectively referred to herein as the "Project Owner"), are proposing to undertake a redevelopment project consisting of the acquisition or leasing of real property located at 223 West Pittsburgh Avenue in the City (the "Project Site"), the rehabilitation, renovation and equipping of an existing approximately 90,000 square foot seven story building located thereon and related improvements to be leased and/or used by the Milwaukee Water Council and other water-related companies and researchers (the "Project"); and

Whereas, the Project Owner has estimated that the cost of the Project to be financed with bonds will be approximately $21,500,000; and

Whereas, it is the finding and determination of this body that the public interest will be served if the Authority were to provide financing under the Act for the Project; now, therefore, be it

Resolved, that:

1. Subject to the conditions specified in paragraph 2, the Authority shall pursue and consummate a financing having the following elements:

(a) The Authority shall issue revenue bonds pursuant to the Act (the "Bonds") at one or more times in one or more series in such aggregate principal amount not in excess of $14,000,000 as the Project Owner shall request; provided, however, that the actual aggregate principal amount shall not be greater than the sum of the then estimated aggregate cost of providing the Project, plus the amount necessary to fund any reserve deemed necessary or desirable, plus the estimated financing and bond issuance costs.

(b) The Bonds shall be limited obligations of the Authority payable by the Authority solely out of revenues derived from the Project Owner or any other entity that the Project Owner designates to obtain a loan of the proceeds of the Bonds (the foregoing are collectively referred to herein as the "Borrower") or otherwise provided for pursuant to the terms of a sale, lease, loan or similar agreement (the "Revenue Agreement") to be entered into between the Authority and the Borrower.

(c) The Revenue Agreement shall require the Borrower to provide the Authority with revenues sufficient to pay when due the principal of, premium, if any, and interest on the Bonds and to cause the acquisition and construction of the Project.

2. The issuance of the Bonds by the Authority shall be on the following conditions:

(a) The Bonds shall not constitute an indebtedness of the Authority or the City within the meaning of any State constitutional provision or statutory limitation.

(b) The Bonds shall not constitute or give rise to a pecuniary liability of the Authority or the City or a charge against the City's general credit or taxing powers.

(c) The Borrower or the Project Owner shall be responsible for finding a purchaser or purchasers for all of the Bonds.

(d) Prior to the issuance of the Bonds, this body, by further resolution, shall have authorized and approved the terms of the Bonds and the Revenue Agreement.

(e) The Bonds shall be issued pursuant to the Act, and the delivery of the Bonds shall be accompanied with the approving legal opinion of a nationally recognized firm of bond attorneys acceptable to the Authority and the Borrower.

(f) The Borrower or the Project Owner shall enter into one or more agreements with the City and/or the Authority to use its "best efforts," as defined in such agreement(s), to use certified emerging businesses in connection with the Project.

[(g) The Borrower or the Project Owner shall pay the Authority a fee of 0.75% of the principal amount of the Bonds and reimburse all costs of the Authority incurred in connection with the issuance of the Bonds.

3. No Bonds shall be issued until the terms and conditions of any guidelines governing the issuance of Bonds which may be adopted by the Authority have been complied with.

4. This Resolution is the Authority's "official intent" within the meaning of section 1.150 2 of the Treasury Regulations promulgated under the Internal Revenue Code of 1986, as amended, to issue the Bonds in an amount up to the amount set forth in paragraph 1 above to finance costs of the Project including reimbursement of payments made by the Borrower prior to the date of issuance of the Bonds with respect to the Project.

5. The staff of the Authority is authorized to conduct a public hearing satisfying the requirements of section 147(f) of the Internal Revenue Code of 1986, as amended, and to publish a notice of such public hearing in a newspaper of general circulation in the City in order to provide reasonable notice of such public hearing.

6. This Resolution shall be effective immediately upon its passage and approval. Unless the Bonds shall have been issued prior thereto, the authorities and authorizations given by this Resolution shall expire on the second anniversary date of the date of adoption of this Resolution or on such later date as this body may specify by resolution adopted either before or after such date.

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)

Assistant Executive Director – Secretary