



Offices in
Minneapolis 470 U.S. Bank Plaza
200 South Sixth Street
Minneapolis, MN 55402
(612) 337-9300 telephone
Saint Paul (612) 337-9310 fax
www.kennedy-graven.com
St. Cloud Affirmative Action, Equal Opportunity Employer

JULIE A. EDDINGTON
Attorney at Law
Direct Dial (612) 337-9213
Email: jeddington@kennedy-graven.com

August 24, 2019

Michael Kerski
Director of Planning and Development
City of Shakopee
485 Gorman Street
Shakopee, MN 55379

Re: Resolution approving the execution of a Consent and Estoppel Certificate relating to the redevelopment of Tax Increment Financing District No. 21

Dear Michael,

As you know, the City of Shakopee and the Economic Development Authority for the City of Shakopee, Minnesota (the "Authority") have established Tax Increment Financing District No. 21 (the "TIF District"), a soils condition district, within the Minnesota River Valley Housing and Redevelopment Project No. 1. The Authority and Shakopee Crossings Limited Partnership, a Wisconsin limited partnership (the "Redeveloper"), entered into a Contract for Private Redevelopment, dated October 16, 2018 (the "Contract"), pursuant to which the Redeveloper agreed to remove or remediate the hazardous substances, pollution and contaminants on certain property in the TIF District owned by the Redeveloper (the "Minimum Improvements"), and the Authority agreed to reimburse the Redeveloper for site remediation costs related to the Minimum Improvements and other costs eligible with tax increment. To that end, the Authority delivered its Tax Increment Revenue Note, Series 2019 (the "TIF Note"), in the principal amount of \$1,387,138.04, to the Redeveloper.

In order to provide additional financing for the Minimum Improvements, the Redeveloper is obtaining a loan from Great Southern Bank, a Missouri state-chartered trust company (the "Lender"), in the amount of \$1,550,000 (the "Loan"). As a condition to providing the Loan to the Redeveloper, the Lender is requiring that the Redeveloper assign all of its rights and interests in the Contract and the TIF Note, including the Redeveloper's right to receive payments thereunder, to the Lender. The Lender is also requiring that the Authority consent to this assignment.

The Board of Commissioners of the Authority is being asked to consider the enclosed resolution at its meeting on September 3, 2019. The resolution approves the execution by the Authority of a Consent and Estoppel Certificate, which provides the necessary consent by the Authority to the assignment of the Redeveloper's rights and interests in the Contract and the TIF Note to the Lender and the Authority's agreement to provide certain notices to the Lender. The Consent and Estoppel Certificate does not limit the Authority's ability to exercise its rights and remedies under the Contract.

Please contact me with any questions you may have prior to the meeting of the Board of Commissioners.

Sincerely,

Julie A. Eddington