

.....
Date September 27, 2010
.....

RESOLUTION APPROVING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND THE USE OF ELECTRONIC BIDDING PROCEDURES FOR SALE OF \$19,425,000 STORMWATER MANAGEMENT UTILITY REVENUE CAPITAL LOAN NOTES, SERIES 2010F, AND \$5,345,000 STORMWATER MANAGEMENT UTILITY REVENUE REFUNDING CAPITAL LOAN NOTES, SERIES 2010G

WHEREAS, it is deemed necessary and advisable that the City of Des Moines, Iowa, should authorize a loan agreement and issue its Stormwater Management Utility Revenue Capital Loan Notes to the amount of not to exceed \$15,000,000, as authorized by Sections 384.24A and 384.84A of the City Code of Iowa, for the purpose of providing funds to pay costs of constructing storm water drainage construction projects and improvements and related landscaping, including the Court Avenue/Water Street sewer separation, Crawford Creek watershed improvements, Dean's Lake pump station and conveyance improvements, flood protection system improvements, and the refinancing of the payment obligation to the State of Iowa incurred in connection with the I-235 storm and sanitary sewer improvements; and

WHEREAS, pursuant to notice published as required by Sections 384.24A and 384.83 of the City Code of Iowa, a public meeting and hearing was held on September 27, 2010, upon the proposal to institute proceedings for the issuance of the above described Notes, and all objections, if any, to such action made by any resident or property owner of said City were received and considered and no petition calling for an election thereon was received; and, it is the decision of this governing body that additional action be taken for the issuance of said Notes, and that such action is considered to be in the best interests of said City and the residents thereof; and

WHEREAS, it also is deemed necessary and advisable that the City of Des Moines, Iowa, should authorize a loan agreement and issue its Stormwater Management Utility Revenue Capital Loan Notes to the amount of not to exceed \$6,600,000, as authorized by Sections 384.24A and 384.84A of the City Code of Iowa, for the purpose of providing funds to pay costs of refunding and refinancing of the Stormwater Management Utility Revenue Bonds, Series 2004F, dated July 15, 2004; and



.....
Date September 27, 2010
.....

WHEREAS, pursuant to notice published as required by Sections 384.24A and 384.83 of the City Code of Iowa, a public meeting and hearing was held on September 27, 2010, upon the proposal to institute proceedings for the issuance of the above described Notes, and all objections, if any, to such action made by any resident or property owner of said City were received and considered and no petition calling for an election thereon was received; and, it is the decision of this governing body that additional action be taken for the issuance of said Notes, and that such action is considered to be in the best interests of said City and the residents thereof; and

WHEREAS, it also is deemed necessary and advisable that the City of Des Moines, Iowa, should authorize a loan agreement and issue its Stormwater Management Utility Revenue Refunding Capital Loan Notes to the amount of not to exceed \$5,700,000, as authorized by Sections 384.24A and 384.84A of the City Code of Iowa, for the purpose of providing funds to pay costs of refunding and refinancing of the Stormwater Management Utility Revenue Bonds, Series 2003B, dated May 1, 2003; and

WHEREAS, pursuant to notice published as required by Sections 384.24A and 384.83 of the City Code of Iowa, a public meeting and hearing was held on September 27, 2010, upon the proposal to institute proceedings for the issuance of the above described Notes, and all objections, if any, to such action made by any resident or property owner of said City were received and considered and no petition calling for an election thereon was received; and, it is the decision of this governing body that additional action be taken for the issuance of said Notes, and that such action is considered to be in the best interests of said City and the residents thereof; and

WHEREAS, pursuant to Section 384.28 of the City Code of Iowa, it is deemed appropriate that the Stormwater Management Utility Revenue Capital Loan Notes being issued for the purposes hereinabove described be combined for purposes of issuance and sale as two series of notes (together, the "Notes") in the aggregate principal amounts as hereinafter set forth; and

WHEREAS, a preliminary form of Official Statement has been prepared for the purpose of offering the Notes for sale to the public; and

.....
Date September 27, 2010
.....

WHEREAS, it is appropriate that the form of the preliminary Official Statement be approved and deemed final and, upon completion of the same, that the preliminary Official Statement be used in connection with the offering of the Notes for sale to the public; and

WHEREAS, the Council has received information from its Financial Consultant evaluating and recommending the procedure hereinafter described for electronic, facsimile and internet bidding to maintain the integrity and security of the competitive bidding process and to facilitate the delivery of bids by interested parties; and

WHEREAS, the Council deems it in the best interests of the City and the residents thereof to receive bids to purchase such Notes by means of both sealed and electronic internet communication.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DES MOINES, IOWA:

Section 1. That the receipt of electronic bids through the PARITY[®] competitive bidding system is hereby found and determined to provide reasonable security and to maintain the integrity of the competitive bidding process, and to facilitate the delivery of bids by interested parties in connection with the offering of the Notes at public sale.

Section 2. That the preliminary Official Statement in the form presented to this meeting be and the same hereby is approved as to form and deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission, subject to such revisions, corrections or modifications as the Finance Director/Treasurer, upon the advice of bond counsel and the City's financial consultant, shall determine to be appropriate, and is authorized to be distributed in connection with the offering of the Notes for sale.

Section 3. That the Notes be offered at sale on September 29, 2010, at 10:00 o'clock a.m., and that this Council meet at 4:30 o'clock p.m. on said date to receive and act upon bids for said Notes.

★ Roll Call Number

Agenda Item Number

48D

September 27, 2010

Date

Moved by: _____ to adopt.

FORM APPROVED:

(Council Communication No. 10-567)

Deputy City Attorney

cornell/ 665933.1 /MSWord\10387.222

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
COLEMAN				
GRIESS				
HENSLEY				
MAHAFFEY				
MEYER				
MOORE				
TOTAL				

CERTIFICATE

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

- 4 -

MOTION CARRIED

APPROVED

Mayor

City Clerk

48D

AHLERS & COONEY, P.C.

ATTORNEYS AT LAW
100 COURT AVENUE • SUITE 600
DES MOINES, IOWA 50309-2231
PHONE 515-243-7611
FAX: 515-243-2149
WWW.AHLERSLAW.COM

WILLIAM J. NOTH
WNOTH@AHLERSLAW.COM

Direct Dial:
(515)246-0332

September 16, 2010

Mr. Allen McKinley
Finance Director/Treasurer
City of Des Moines
400 Robert D. Ray Drive
Des Moines, Iowa 50309

RE: \$19,425,000 Stormwater Management Utility Revenue Capital Loan Notes,
Series 2010F
\$5,345,000 Stormwater Management Utility Revenue Refunding Capital
Loan Notes, Series 2010G

Dear Mr. McKinley:

I am enclosing a suggested Roll Call to approve the preparation and distribution of a Preliminary Official Statement in connection with sale of the above Stormwater Management Utility Revenue Capital Loan Notes. The Roll Call has been prepared on the assumption that it will be considered at the September 27th meeting of the Council, following the public hearings on the three loan agreement proposals. It is my understanding that bids will be received at 10:00 A.M. on September 29th and considered by the Council at a special meeting to be held at 4:30 P.M. on that date. The Roll Call also approves the use of electronic bidding procedures in connection with the sale of the Notes.

Careful review of the draft Official Statement by appropriate City staff and members of the City Council is an important step in the offering of the Notes for sale to the public. The U.S. Securities and Exchange Commission (the "Commission") has stated that "issuers are primarily responsible for the content of their disclosure documents and may be held liable under the federal securities laws for misleading disclosure." In several recent enforcement proceedings, the Commission has made clear that it expects public officials to generally review disclosure documents in light of their unique knowledge and perspectives on the issuer and its financial circumstances, or else to ensure that appropriate procedures are in place to provide the necessary review.

September 16, 2010
Page 2

As you know, Rule 15c2-12 of the Commission requires prospective purchasers of the Notes to obtain and review an official statement that has been "deemed final" by the City prior to submitting a bid to purchase the Notes. For this purpose, the official statement may omit certain information that is dependent upon the pricing of the issue (such as interest rates, note maturities and redemption features), but should otherwise be accurate and complete. The enclosed Roll Call authorizes you to complete the draft document, and thereafter authorizes its distribution in connection with the offering of the Notes to the public.

The Roll Call assumes that your financial consultant has recommended to the Council that electronic bidding procedures be utilized for this Note sale. Based upon this recommendation, the Iowa Code requires that the Council make a finding that the recommended procedure will provide reasonable security and maintain the integrity of the competitive bidding process and facilitate the delivery of bids by interested parties under the circumstances of the particular sale. The Roll Call assumes that the Council will agree with the recommendation and make the necessary findings.

As always, we would appreciate having a certified copy of the enclosed Roll Call returned to us following the Council's action for our transcript of the action taken.

If you have any questions concerning the enclosed proceedings, please don't hesitate to contact me.

Yours very truly,



William J. Noth

WJN:dc
encl.

cc: Diane Rauh (w/originals)
Larry McDowell
Jon Burmeister