

Date August 11, 2014

RESOLUTION DIRECTING THE ADVERTISEMENT FOR  
SALE OF \$30,125,000 (DOLLAR AMOUNT SUBJECT TO  
CHANGE) GENERAL OBLIGATION REFUNDING CAPITAL  
LOAN NOTES, SERIES 2014E, AND APPROVING  
ELECTRONIC BIDDING PROCEDURES AND OFFICIAL  
STATEMENT

WHEREAS, the City of Des Moines, State of Iowa, is in need of funds to pay costs of refunding and refinancing of certain outstanding City indebtedness, consisting of the General Obligation Urban Renewal Bonds, Series 2005C, dated June 8, 2005, General Obligation Bonds, Series 2007B and the General Obligation Bonds, Series 2007C, each dated June 28, 2007, an essential corporate purpose project, and it is deemed necessary and advisable that a form of Loan Agreement be approved and authorized and that the City issue General Obligation Refunding Capital Loan Notes for such purpose to the amount of not to exceed \$32,000,000 as authorized by Sections 384.24, 384.24A and 384.25 of the City Code of Iowa; and

WHEREAS, pursuant to notice published as required by Sections 384.24, 384.24A and 384.25 this Council has held a public meeting and hearing on July 28, 2014, upon the proposal to institute proceedings for the issuance of the Notes, and all objections, if any, to such Council action made by any resident or property owner of the City were received and considered by the Council; and it is the decision of the Council that additional action be taken for the issuance of \$30,125,000 (Dollar Amount Subject to Change) General Obligation Capital Loan Notes, Series 2014E, and that such action is considered to be in the best interests of the City and the residents thereof;

WHEREAS, in conjunction with its Financial Consultant, Public Financial Management, Inc., the City has caused a Preliminary Official Statement to be prepared outlining the details of the proposed sale of the Note; 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.

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**Date** August 11, 2014.....

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DES MOINES, STATE OF 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 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. Bids for the sale of General Obligation Refunding Capital Loan Notes, Series 2014E, of the City of Des Moines, State of Iowa, will be received at the office of the Finance Director/Treasurer, 400 Robert D. Ray Drive, Des Moines, Iowa (the "Issuer") before 10:00 o'clock A.M., on the 20th day of August, 2014. The bids will then be publicly opened and referred for action to the meeting of the City Council as stated below:

Section 4. Open bids will not be received. Bids will be received in any of the following methods:

- Sealed Bidding: Sealed bids may be submitted and will be received at the office of the Finance Director/Treasurer at City Hall, 400 Robert D. Ray Drive, Des Moines, Iowa.
- Electronic Internet Bidding: Electronic internet bids will be received at the office of the Finance Director/Treasurer at City Hall, 400 Robert D. Ray Drive, Des Moines, Iowa. The bids must be submitted through the PARITY® competitive bidding system.

Section 5. After the time for receipt of bids has passed, the close of sealed bids will be announced. Sealed bids will then be publicly opened and announced. Finally, electronic internet bids will be accessed and announced.

Section 6. The sale and award of the Notes will be held at the Council Chambers, City Hall, 400 Robert D. Ray Drive, Des Moines, Iowa at a meeting of the City Council on the above date at 4:30 o'clock P.M.

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**Date** August 11, 2014.....

The notes to be offered are the following:

GENERAL OBLIGATION REFUNDING CAPITAL LOAN NOTES, SERIES 2014E, in the amount of \$30,125,000\*, to be dated date of delivery (the "Notes")

\*Subject to principal adjustment pursuant to the official terms of offering.

Section 7. The Issuer has issued an Official Statement of information pertaining to the Notes to be offered, including a statement of the Terms of Offering and an Official Bid Form, which is incorporated herein by reference. The Official Statement may be obtained by request addressed to the Finance Director/Treasurer, 400 Robert D. Ray Drive, Des Moines, Iowa 50309 (telephone: 515/283-4523) or the Issuer's Financial Consultant, Public Financial Management, Inc., 801 Grand Avenue, Suite 3300, Des Moines, Iowa, 50309 (telephone: 515/246-2600).

Section 8. All bids shall be in conformity with and the sale shall be in accord with the Terms of Offering as set forth in the Official Statement.

Section 9. The notes will be sold subject to the opinion of Ahlers & Cooney, P.C., Attorneys of Des Moines, Iowa, as to the legality and their opinion will be furnished together with the printed notes without cost to the purchaser and all bids will be so conditioned. Except to the extent necessary to issue their opinion as to the legality of the notes, the attorneys will not examine or review or express any opinion with respect to the accuracy or completeness of documents, materials or statements made or furnished in connection with the sale, issuance or marketing of the bonds.

Section 10. The right is reserved to reject any or all bids, and to waive any irregularities as deemed to be in the best interests of the public.

★ **Roll Call Number**

**Agenda Item Number**

29

Date August 11, 2014

Moved by: \_\_\_\_\_ to adopt.

FORM APPROVED:

(Council Communication No. 14-401)

\_\_\_\_\_  
Deputy City Attorney

01039145-1\10387-252

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
COLEMAN				
GRAY				
- GATTO				
HENSLEY				
MAHAFFEY				
MOORE				
TOTAL				
MOTION CARRIED			APPROVED	
_____ Mayor				

**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.

\_\_\_\_\_  
City Clerk

# AHLERS & COONEY, P.C.

100 COURT AVENUE, SUITE 600  
DES MOINES, IOWA 50309-2231  
FAX: 515-243-2149  
WWW.AHLERSLAW.COM

R. Mark Cory  
RCory@ahlerslaw.com

Direct Dial:  
515.246.0378

July 31, 2014

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

RE: General Obligation Refunding Capital Loan Notes, Series 2014E

Dear Mr. Sanders:

With this letter I am enclosing a suggested Roll Call to approve the preparation and distribution of a Preliminary Official Statement to be used in connection with sale of the above series of General Obligation Refunding Capital Loan Notes, setting the date of Note sale, and approving electronic bidding procedures. The Roll Call has been prepared on the assumption that it will be considered at the August 11, 2014 meeting of the Council. It is my understanding that bids will be received before 10:00 a.m. on Wednesday, August 20<sup>th</sup> and considered by the Council at a special meeting to be held at 4:30 p.m. on that date.

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.

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.

July 31, 2014

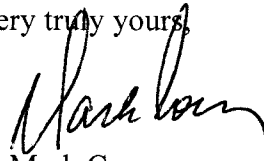
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The Roll Call assumes that your financial consultant has recommended to the Council that electronic bidding procedures be utilized for this Note sale. Based upon this recommendation, the Iowa Code requires that the Council make a finding that the recommended 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.

Very truly yours,



R. Mark Cory  
FOR THE FIRM

RMC:js

Enclosure

cc: Diane Rauh (w/originals)  
Larry McDowell (via e-mail w/ enc.)  
Jon Burmeister (via e-mail w/ enc.)