PRELIMINARY OFFICIAL STATEMENT DATED JULY 30, 2014

Refunding Issue

Rating: Application Made to Moody's Investor Services
Application Made to Standard and Poor's Rating Services

Assuming compliance with certain covenants, in the opinion of Ahlers & Cooney, P.C., Bond Counsel, under present law and assuming continued compliance with the requirements of the Internal Revenue Code of 1986, as amended (the "Code"), (i) interest on the Notes is excludable from gross income of the owners thereof for federal income tax purposes and (ii) is not included as an item of tax preference in computing the federal alternative minimum tax imposed on individuals and corporations; however, interest is taken into account in computing an adjustment used in determining the federal alternative minimum tax for certain corporations, as described in the section "Tax Matters" herein. The Notes will NOT be designated as "qualified tax-exempt obligations.

CITY OF DES MOINES, IOWA

$30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E

BIDS RECEIVED: Wednesday, August 20, 2014, 10:00 o'clock A.M., Central Time
AWARD: Wednesday, August 20, 2014, 4:30 o'clock P.M., Central Time

Dated: Date of Delivery (September 30, 2014)

Principal Due: June 1 as shown inside front cover

The $30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E (the "Notes") are being issued pursuant to Division III of Chapter 384 of the Code of Iowa. The Notes are being issued to crossover refund, on June 1, 2015, $7,720,000 of the City's outstanding General Obligation Bonds, Series 2005C (Urban Renewal), originally dated June 8, 2005 maturing June 1, 2016 through 2023 (the "2005C Refunded Bonds"), $13,350,000 of the City's outstanding General Obligation Bonds, Series 2007B, originally dated June 28, 2007, maturing June 1, 2016 through 2027 (the "2007B Refunded Bonds"), and $8,180,000 of the City's General Obligation Bonds, Series 2007C (Urban Renewal), originally dated June 28, 2007, maturing June 1, 2016 through 2022 (the "2007C Refunded Bonds"), collectively (the "Refunded Bonds"). Proceeds of the Notes will be applied toward the expense of the refunding and to establish an escrow account (the "Escrow Account") to be held by Bankers Trust Company, Des Moines, Iowa The amount in the Escrow Account will be invested in non-callable direct obligations of the Department of Treasury of the United States of America on which the timely payment of principal and interest is fully guaranteed by the United States of America and which shall mature in such amounts and at such times to (i) pay interest due on the Notes to and including June 1, 2015; (ii) prepay the principal amount of the Refunded Notes called for redemption on June 1, 2015. The purchaser of the Notes agrees to enter into a loan agreement (the "Loan Agreement") with the City pursuant to authority contained in Section 384.24A and 384.25 of the Code of Iowa. The Notes are issued in evidence of the City's obligations under the Loan Agreement. The Notes are general obligations of the City for which the City will pledge its power to levy direct ad valorem taxes to the repayment of the Notes.

The Notes will be issued as fully registered Notes without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). DTC will act as securities depository for the Notes. Individual purchases may be made in book-entry form only, in the principal amount of $5,000 and integral multiples thereof. The purchaser will not receive certificates representing their interest in the Notes purchased. The City Treasurer, as designated Paying Agent/Registrar (the "Registrar"), will pay principal on the Notes payable annually on each June 1, beginning June 1, 2016, and interest on the Notes, payable initially on December 1, 2014, and thereafter on each June 1 and December 1 to DTC which will in turn remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Notes as described herein. Interest and principal shall be paid to the registered holder of a note as shown on the records of ownership maintained by the Registrar as of the 15th day of the month preceding such interest payment date (the "Record Date").

THE NOTES WILL MATURE AS LISTED ON THE INSIDE FRONT COVER

MINIMUM BID:	$29,823,750
GOOD FAITH DEPOSIT:	Required of Purchaser Only
TAX MATTERS:	Federal: Tax-Exempt State: Taxable See "*TAX MATTERS*"

The Notes are offered, subject to prior sale, withdrawal or modification, when, and if issued and subject to the legal opinion of Ahlers & Cooney, P.C., Bond Counsel, of Des Moines, Iowa, to be furnished upon delivery of the Notes. It is expected that the Notes will be available for delivery through the facilities of DTC on or about September 30, 2014. This Preliminary Official Statement will be further supplemented by offering prices, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, anticipated delivery date and underwriter, together with any other information required by law, and shall constitute a "Final Official Statement" of the City with respect to the Notes, as defined in Rule 15c2-12.

* Preliminary; subject to change.

CITY OF DES MOINES, IOWA

$30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E

MATURITY: June 1 as follows:

Year	Amount*	Year	Amount*
2016	$1,805,000	2022	$3,595,000
2017	3,275,000	2023	2,365,000
2018	3,330,000	2024	1,275,000
2019	3,385,000	2025	1,315,000
2020	3,460,000	2026	1,360,000
2021	3,550,000	2027	1,410,000

***PRINCIPAL ADJUSTMENT:** Preliminary; subject to change. The aggregate principal amount of the Notes, and each scheduled maturity thereof, are subject to increase or reduction by the City or its designee after the determination of the successful bidder. The City may increase or decrease each maturity in increments of $5,000 but the total amount to be issued will not exceed $32,000,000. Interest rates specified by the successful bidder for each maturity will not change. Final adjustments shall be in the sole discretion of the City.

The dollar amount of the purchase price proposed by the successful bidder will be changed if the aggregate principal amount of the Notes is adjusted as described above. Any change in the principal amount of any maturity of the Notes will be made while maintaining, as closely as possible, the successful bidder’s net compensation, calculated as a percentage of note principal. The successful bidder may not withdraw or modify its bid as a result of any post-bid adjustment. Any adjustment shall be conclusive, and shall be binding upon the successful bidder.

REDEMPTION: Notes due after June 1, 2022 will be subject to call prior to maturity in whole, or from time to time in part, in any order of maturity and within a maturity by lot on said date or on any date thereafter at the option of the City, upon terms of par plus accrued interest to date of call. Written notice of such call shall be given at least thirty (30) days prior to the date fixed for redemption to the registered owners of the Notes to be redeemed at the address shown on the registration books.

INTEREST: December 1, 2014 and semiannually thereafter.

COMPLIANCE WITH S.E.C. RULE 15c2-12

Municipal obligations (issued in an aggregate amount over $1,000,000) are subject to General Rules and Regulations, Securities Exchange Act of 1934, Rule 15c2-12 Municipal Securities Disclosure.

Preliminary Official Statement: This Preliminary Official Statement was prepared for the City for dissemination to prospective bidders. Its primary purpose is to disclose information regarding the Notes to prospective bidders in the interest of receiving competitive bids in accordance with the TERMS OF OFFERING contained herein. Unless an addendum is received prior to the sale, this document shall be deemed the “Near Final Official Statement”.

Review Period: This Preliminary Official Statement has been distributed to City staff as well as to prospective bidders for an objective review of its disclosure. Comments or omissions or inaccuracies must be submitted to Public Financial Management, Inc. (the “Municipal Advisor”) at least two business days prior to the sale. Requests for additional information or corrections in the Preliminary Official Statement received on or before this date will <u>not</u> be considered a qualification of a bid received. If there are any changes, corrections or additions to the Preliminary Official Statement, prospective bidders will be informed by an addendum at least one business day prior to the sale.

Final Official Statement: Upon award of sale of the Notes, the legislative body will authorize the preparation of a Final Official Statement that includes the offering prices, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, anticipated delivery date and other information required by law and the identity of the underwriter (the “Syndicate Manager”) and syndicate members. Copies of the Final Official Statement will be delivered to the Syndicate Manager within seven business days following the bid acceptance.

REPRESENTATIONS

No dealer, broker, salesperson or other person has been authorized by the City to give any information or to make any representations, other than those contained in the Preliminary Official Statement. This Preliminary Official Statement does not constitute any offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information, estimates and expressions of opinion herein are subject to change without notice and neither the delivery of this Preliminary Official Statement nor any sale made hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof. This Preliminary Official Statement is submitted in connection with the sale of the securities referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

This Preliminary Official Statement and any addenda thereto were prepared relying on information of the City and other sources, which are believed to be reliable.

Bond Counsel has not participated in the preparation of this Preliminary Official Statement and is not expressing any opinion as to the completeness or accuracy of the information contained therein.

Compensation of the Municipal Advisor, payable entirely by the City, is contingent upon the sale of the issue.

TABLE OF CONTENTS

CITY OF DES MOINES, IOWA

Mayor/City Council

T.M. Franklin Cownie	Mayor
Christopher J. Coleman	Council Member – At Large
Skip Moore	Council Member – At Large
Bill Gray	Council Member – Ward 1
Robert L. Mahaffey	Council Member – Ward 2
Christine Hensley	Council Member – Ward 3
Joe Gatto	Council Member – Ward 4

Administration

Larry Hulse, Interim City Manager
Scott Sanders, Finance Director/Treasurer
Diane Rauh, City Clerk

Corporation Counsel

Jeffrey D. Lester

Bond Counsel

Ahlers & Cooney, P.C.
Des Moines, Iowa

Municipal Advisor

Public Financial Management, Inc.
Des Moines, Iowa

TERMS OF OFFERING

CITY OF DES MOINES, IOWA

Bids for the purchase of the City of Des Moines, Iowa (the "City") $30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E (the "Notes") will be received on Wednesday, August 20, 2014 before 10:00 o'clock A.M. Central Time after which time they will be tabulated. The City Council will consider award of the Notes at 4:30 o'clock P.M. Central Time, on the same day. Questions regarding the sale of the Notes should be directed to the City's Municipal Advisor at 515-243-2600. This section sets forth the description of certain of the terms of the Notes as well as the TERMS OF OFFERING with which all bidders and bid proposals are required to comply, as follows:

DETAILS OF THE NOTES

GENERAL OBLIGATION REFUNDING CAPITAL LOAN NOTES, SERIES 2014E in the principal amount of $30,125,000* to be dated the date of delivery (September 30, 2014), in the denomination of $5,000 or multiples thereof, will mature June 1 as follows:

Year	Amount*	Year	Amount*
2016	$1,805,000	2022	$3,595,000
2017	3,275,000	2023	2,365,000
2018	3,330,000	2024	1,275,000
2019	3,385,000	2025	1,315,000
2020	3,460,000	2026	1,360,000
2021	3,550,000	2027	1,410,000

* Preliminary; subject to change. The aggregate principal amount of the Notes, and each scheduled maturity thereof, are subject to increase or reduction by the City or its designee after the determination of the successful bidder. The City may increase or decrease each maturity in increments of $5,000 but the total amount to be issued will not exceed $32,000,000. Interest rates specified by the successful bidder for each maturity will not change. Final adjustments shall be in the sole discretion of the City.

The dollar amount of the purchase price proposed by the successful bidder will be changed if the aggregate principal amount of the Notes is adjusted as described above. Any change in the principal amount of any maturity of the Notes will be made while maintaining, as closely as possible, the successful bidder's net compensation, calculated as a percentage of note principal. The successful bidder may not withdraw or modify its bid as a result of any post-bid adjustment. Any adjustment shall be conclusive, and shall be binding upon the successful bidder.

TERM-NOTE OPTION

Bidders shall have the option of designating the Notes as serial notes or term notes, or both. The applicable bid must designate whether each of the principal amounts shown above represent a serial maturity or a mandatory redemption requirement for a term bond maturity. (See the OFFICIAL BID FORM for more information.) In any event, the above principal amount scheduled shall be represented by either serial bond maturities or mandatory redemption requirements, or a combination of both.

OPTIONAL REDEMPTION

The Notes due after June 1, 2022 will be subject to call prior to maturity in whole, or from time to time in part, in any order of maturity and within a maturity by lot on said date or on any date thereafter at the option of the City, upon terms of par plus accrued interest to date of call. Written notice of such call shall be given at least thirty (30) days prior to the date fixed for redemption to the registered owners of the Notes to be redeemed at the address shown on the registration books.

INTEREST

Interest on the Notes will be payable on December 1, 2014 and semiannually on the 1st day of June and December thereafter. Interest and principal shall be paid to the registered holder of a note as shown on the records of ownership maintained by the Registrar as of the 15th day of the month preceding such interest payment date (the "Record Date"). Interest will be computed on the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to rules of the Municipal Securities Rulemaking Board.

GOOD FAITH DEPOSIT

A good faith deposit in the amount of $301,250 for the Notes (the "Deposit") is required from the lowest bidder only. The lowest bidder is required to submit such Deposit payable to the order of the City in the form of either (i) a cashier's check provided to the City or its Municipal Advisor prior to the opening of bids or (ii) a wire transfer as instructed by the City's Municipal Advisor not later than 12:00 o'clock A.M. Central Time on the day of sale of the Notes. If not so received, the bid of the lowest bidder may be rejected and the City may direct the second lowest bidder to submit a deposit and thereafter may award the sale of the Notes to the same. No interest on a Deposit will accrue to the successful bidder (the "Purchaser"). The Deposit will be applied to the purchase price of Notes. In the event a Purchaser fails to honor its accepted bid proposal, any deposit will be retained by the City.

FORM OF BIDS AND AWARD

All bids shall be unconditional for the Notes for a price not less than $29,823,750 plus accrued interest, and shall specify the rate or rates of interest in conformity to the limitations set forth under the "BIDDING PARAMETERS" section. Bids must be submitted on or in substantial compliance with the OFFICIAL BID FORM provided by the City. The Notes will be awarded to the bidder offering the lowest interest rate to be determined on a true interest cost (the "TIC") basis assuming compliance with the "GOOD FAITH DEPOSIT" section. The TIC shall be determined by the present value method, i.e., by ascertaining the semiannual rate, compounded semiannually, necessary to discount to present value as of the dated date of the Notes, the amount payable on each interest payment date and on each stated maturity date or earlier mandatory redemption, so that the aggregate of such amounts will equal the aggregate purchase price offered therefore. The TIC shall be stated in terms of an annual percentage rate and shall be that rate of interest, which is twice the semiannual rate so ascertained (also known as the Canadian Method). The TIC shall be as determined by the Municipal Advisor based on the TERMS OF OFFERING and all amendments, and on the bids as submitted. The Municipal Advisor's computation of the TIC of each bid shall be controlling. In the event of tie bids for the lowest TIC, the Notes will be awarded by lot.

The City will reserve the right to: (i) waive non-substantive informalities of any bid or of matters relating to the receipt of bids and award of the Notes, (ii) reject all bids without cause and (iii) reject any bid which the City determines to have failed to comply with the terms herein.

BIDDING PARAMETERS

Each bidder's proposal must conform to the following limitations:

1. Each annual maturity must bear a single rate of interest from the dated date of the Notes to the date of maturity.
2. Rates of interest bid must be in multiples of one-eighth or one-twentieth of one percent.
3. The initial price to the public for each maturity must be 98% or greater.

RECEIPT OF BIDS

Forms of Bids: Bids must be submitted on or in substantial compliance with the TERMS OF OFFERING and OFFICIAL BID FORM provided by the City or through PARITY® competitive bidding system (the "Internet Bid System"). The City shall not be responsible for malfunction or mistake made by any person, or as a result of the use of the electronic bid or the means used to deliver or complete a bid. The use of such facilities or means is at the sole risk of the prospective bidder who shall be bound by the terms of the bid as received.

No bid will be accepted after the time specified in the OFFICIAL BID FORM. The time as maintained by the Internet Bid System as defined below shall constitute the official time with respect to all bids submitted. A bid may be withdrawn before the bid deadline using the same method used to submit the bid. If more than one bid is received from a bidder, the last bid received shall be considered.

Sealed Bidding: Sealed bids may be submitted and will be received at the office of the City Finance Director/Treasurer, City of Des Moines, 400 Robert D. Ray Drive, Des Moines, Iowa 50309.

Electronic Internet Bidding: Electronic internet bids must be submitted through the Internet Bid System. Information about the Internet Bid System may be obtained by calling 212-404-8102.

Each bidder shall be solely responsible for making necessary arrangements to access the Internet Bid System for purposes of submitting its Internet bid in a timely manner and in compliance with the requirements of the TERMS OF OFFERING and OFFICIAL BID FORM. The City is permitting bidders to use the services of the Internet Bid System solely as a communication mechanism to conduct the Internet bidding and the Internet Bid System is not an agent of the City. Provisions of the TERMS OF OFFERING and OFFICIAL BID FORM shall control in the event of conflict with information provided by the Internet Bid System.

BOOK-ENTRY-ONLY ISSUANCE

The Notes will be issued by means of a book-entry-only issuance with no physical distribution of note certificates made to the public. The Notes will be issued in fully registered form and one note certificate, representing the aggregate principal amount of the Notes maturing in each year will be registered in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, NY, which will act as securities depository of the Notes. Individual purchases of the Notes may be made in the principal amount of $5,000 or any multiple thereof of a single maturity through book entries made on the books and records of DTC and its participants. Principal and interest are payable by the Registrar to DTC or its nominee as registered owner of the Notes. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants will be the responsibility of such participants and other nominees of beneficial owners. The Purchaser, as a condition of delivery of the Notes, will be required to deposit the note or note certificates with DTC.

MUNICIPAL BOND INSURANCE AT PURCHASER'S OPTION

If the Notes qualify for issuance of any policy of municipal bond insurance or commitment therefore at the option of the bidder, the purchase of any such insurance policy or the issuance of any such commitment shall be at the sole option and expense of the Purchaser. Any increased costs of issuance of the Notes resulting from such purchase of insurance shall be paid by the Purchaser, except that, if the City has requested and received a rating on the Notes from a rating agency, the City will pay that initial rating fee. Any other rating agency fees shall be the responsibility of the Purchaser. Failure of the municipal bond insurer to issue the policy after the Notes have been awarded to the Purchaser shall not constitute cause for failure or refusal by the Purchaser to accept delivery on the Notes. The City reserves the right in its sole discretion to accept or deny changes to the financing documents requested by the insurer selected by the Purchaser.

DELIVERY

The Notes will be delivered to the Purchaser through DTC in New York, New York, against full payment in immediately available cash or federal funds. The Notes are expected to be delivered within forty-five days after the sale. Should delivery be delayed beyond sixty days from date of sale for any reason except failure of performance by a Purchaser, the Purchaser may withdraw their bid and thereafter their interest in and liability for the Notes will cease. When the Notes are ready for delivery, the City may give the Purchaser five working days notice of the delivery date and the City will expect payment in full on that date, otherwise reserving the right of its option to determine that the Purchaser has failed to comply with the offer of purchase.

INFORMATION FROM PURCHASER

The Purchaser will be required to certify to the City immediately after the opening of bids: (i) the initial public offering price of each maturity of the Notes (not including sales to bond houses and brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) at which price a substantial amount of the Notes (not less than 10% of each maturity) were sold to the public; or (ii) if less than 10% of any maturity has been sold, the price for that maturity determined as of the time of the sale based upon the reasonably expected initial offering price to the public; and (iii) that the initial public offering price does not exceed the fair market value of the Notes on the sale date. The Purchaser will also be required to provide a certificate at closing confirming the information required by this paragraph.

OFFICIAL STATEMENT

The City has authorized the preparation of a Preliminary Official Statement containing pertinent information relative to the Notes. The Official Statement will be further supplemented by offering prices, interest rates, selling compensation, aggregate principal amount, principal amount per maturity, anticipated delivery date and the identity of the underwriters, together with any other information required by law or deemed appropriate by the City, shall constitute a Final Official Statement of the City with respect to the Notes, as that term is defined in Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, (the "Rule"). By awarding the Notes to any underwriter or underwriting syndicate submitting an OFFICIAL BID FORM therefore, the City agrees that, no more than seven (7) business days after the date of such award, it shall provide without cost to the senior managing underwriter of the syndicate to which each series of the Notes are awarded up to 30 copies of the Final Official Statement to permit each "Participating Underwriter" (as that term is defined in the Rule) to comply with the provisions of such Rule. The City shall treat the senior managing underwriter of the syndicate to which the Notes are awarded as its designated agent for purposes of distributing copies of the Final Official Statement to the Participating Underwriter. Any underwriter executing and delivering an OFFICIAL BID FORM with respect to the Notes agrees thereby that if its bid is accepted by the City, (i) it shall accept such designation and (ii) it shall enter into a contractual relationship with all Participating Underwriters of the Notes for purposes of assuring the receipt by each such Participating Underwriter of the Final Official Statement.

CONTINUING DISCLOSURE

In order to assist bidders in complying with paragraph (b)(5) of the Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, (the "Rule") as amended, the City will undertake, pursuant to the resolution for the Notes and the Continuing Disclosure Certificate, to provide certain annual financial information and notices of the occurrence of certain material events (the "Disclosure Covenants"). A description of these undertakings is set forth in APPENDIX C of this Preliminary Official Statement. The City will deliver the Continuing Disclosure Certificate at closing, and any failure on the part of the City to deliver the same shall relieve the Purchaser of its obligations to purchase the Notes.

The City is currently compliant with its continuing disclosure undertakings. However, the City inadvertently failed to timely file it's Comprehensive Annual Financial Reports (CAFRs) for the fiscal years ending June 30, 2010 and 2011. Such late filings were completed three (3) days after the requirement for each year. The City has taken steps intended to assure future compliance with its disclosure covenants and has filed its fiscal year 2012 and 2013 continuing disclosure requirements in a complete and timely manner.

The Board of Trustees of the Des Moines Water Works (the "DMWW") is the governing body for the purposes of issuance of all City water revenue debt. The DMWW is currently compliant with its continuing disclosure undertakings. However, the DMWW inadvertently failed to timely file it's Independent Auditor's Report and required financial and operating data tables for the fiscal year ending December 31, 2011. The DMWW filed the outstanding 2011 audit and required financial and operating data tables on July 8, 2013. The DMWW has implemented additional internal staffing procedures intended to assure future compliance with its disclosure covenants and has filed its fiscal year 2012 continuing disclosure requirements in a complete and timely manner. Fiscal year 2013 continuing disclosure requirements are not due until July 2014.

Future Compliance

The City has conducted a thorough review of its continuing disclosure obligations and corresponding submissions on the MSRB's EMMA site. Upon discovering any inadvertent omissions with respect to these filings, the City has brought its continuing disclosure filings current and has disclosed those omissions above. Currently, the City is not aware of any outstanding past-due continuing disclosure filings.

In an effort to augment the City's procedures and policies to maintain future compliance, the City has taken additional steps intended to assure future compliance with its Disclosure Covenants. These steps include implementing the MSRB's EMMA's notification system whereby the City will receive timely email reminders a month in advance for all of the City's annual and quarterly disclosure filings to ensure all disclosure obligations have been made on a timely basis and in all material respects. In addition, the City intends to coordinate with its dissemination agent to closely monitor its compliance with the Disclosure Covenants.

Breach of the Disclosure Covenants will not constitute a default or an "Event of Default" under the Bonds or the resolution for the Bonds. A broker or dealer is to consider a known breach of the Disclosure Covenants, however, before recommending the purchase or sale of the Bonds in the secondary market. Thus, a failure on the part of the City to observe the Disclosure Covenants may adversely affect the transferability and liquidity of the Bonds and their market price.

CUSIP NUMBERS

It is anticipated that Committee on Uniform Security Identification Procedures ("CUSIP") numbers will be printed on the Notes and the Purchaser must agree in the bid proposal to pay the cost thereof. In no event will the City, Bond Counsel or Municipal Advisor be responsible for the review of, or express any opinion that the CUSIP numbers are correct. Incorrect CUSIP numbers on said Notes shall not be cause for the Purchaser to refuse to accept delivery of said Notes.

BY ORDER OF THE CITY COUNCIL
Diane Rauh, City Clerk
City of Des Moines
400 Robert D. Ray Drive
Des Moines, Iowa 50309

SCHEDULE OF BOND YEARS

$30,125,000 *
CITY OF DES MOINES, IOWA
General Obligation Refunding Capital Loan Notes, Series 2014E

Notes Dated: September 30, 2014
Interest Due: December 1, 2014 and each June 1 and December 1
Principal Due: June 1, 2016-2027

Year	Principal *	Bond Years	Cumulative Bond Years
2016	$1,805,000	3,013.35	3,013.35
2017	3,275,000	8,742.43	11,755.78
2018	3,330,000	12,219.25	23,975.03
2019	3,385,000	15,806.07	39,781.10
2020	3,460,000	19,616.28	59,397.38
2021	3,550,000	23,676.53	83,073.90
2022	3,595,000	27,571.65	110,645.56
2023	2,365,000	20,503.24	131,148.79
2024	1,275,000	12,328.54	143,477.33
2025	1,315,000	14,030.32	157,507.65
2026	1,360,000	15,870.44	173,378.10
2027	1,410,000	17,863.92	191,242.01

Average Maturity (dated date): 6.348 Years

*Preliminary; subject to change.

PRELIMINARY OFFICIAL STATEMENT
CITY OF DES MOINES, IOWA
$30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E

INTRODUCTION

This Preliminary Official Statement contains information relating to the City of Des Moines, Iowa (the "City") and its issuance of $30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E (the "Notes") This Preliminary Official Statement has been authorized on behalf of the City and its Finance Director/Treasurer and may be distributed in connection with the sale of the Notes ands authorized therein. Inquiries may be directed to the City's Municipal Advisor, Public Financial Management, Inc., 801 Grand Avenue, Suite 3300, Des Moines, Iowa, 50309 or by telephoning 515-243-2600. Information can also be obtained from Mr. Scott Sanders, Fianance Director/Treasurer, City of Des Moines, 400 Robert D. Ray Drive, Des Moines, Iowa, 50309, or by telephoning 515-283-4523.

AUTHORITY AND PURPOSE

The Notes are being issued pursuant to Division III of Chapter 384 of the Code of Iowa. The Notes are being issued to crossover refund, on June 1, 2015, $7,720,000 of the City's outstanding General Obligation Bonds, Series 2005C (Urban Renewal), originally dated June 8, 2005 maturing June 1, 2016 through 2023 (the "2005C Refunded Bonds"), $13,350,000 of the City's outstanding General Obligation Bonds, Series 2007B, originally dated June 28, 2007, maturing June 1, 2016 through 2027 (the "2007B Refunded Bonds"), and $8,180,000 of the City's General Obligation Bonds, Series 2007C (Urban Renewal), originally dated June 28, 2007, maturing June 1, 2016 through 2022 (the "2007C Refunded Bonds"), collectively (the "Refunded Bonds"). Proceeds of the Notes will be applied toward the expense of the refunding and to establish an escrow account (the "Escrow Account") to be held by Bankers Trust Company, Des Moines, Iowa The amount in the Escrow Account will be invested in non-callable direct obligations of the Department of Treasury of the United States of America on which the timely payment of principal and interest is fully guaranteed by the United States of America and which shall mature in such amounts and at such times to (i) pay interest due on the Notes to and including June 1, 2015; (ii) prepay the principal amount of the Refunded Notes called for redemption on June 1, 2015. The purchaser of the Notes agrees to enter into a loan agreement (the "Loan Agreement") with the City pursuant to authority contained in Section 384.24A and 384.25 of the Code of Iowa. The Notes are issued in evidence of the City's obligations under the Loan Agreement.

Series of Issue to be Refunded	Call Date	Call Price	Maturities to be Refunded	Principal Amount	Coupon
Series 2005C	6/1/2015	100%	6/1/2016	$825,000	4.000%
			6/1/2017	860,000	4.000%
			6/1/2018	900,000	4.000%
			6/1/2019	940,000	4.000%
			6/1/2020	980,000	4.000%
			6/1/2021	1,025,000	4.000%
			6/1/2022	1,070,000	4.100%
			6/1/2023	1,120,000	4.200%
		Total:		$7,720,000	

* Preliminary; subject to change.

Series of Issue to be Refunded	Call Date	Call Price	Maturities to be Refunded	Principal Amount	Coupon
Series 2007B	6/1/2015	100%	6/1/2016	$870,000	4.250%
			6/1/2017	910,000	4.250%
			6/1/2018	945,000	4.250%
			6/1/2019	985,000	4.250%
			6/1/2020	1,030,000	4.250%
			6/1/2021	1,075,000	4.375%
			6/1/2022	1,120,000	4.375%
			6/1/2023	1,170,000	4.375%
			6/1/2024	1,225,000	4.500%
			6/1/2025	1,280,000	4.500%
			6/1/2026	1,340,000	4.500%
			6/1/2027	1,400,000	4.500%
		Total:		$13,350,000	

Series of Issue to be Refunded	Call Date	Call Price	Maturities to be Refunded	Principal Amount	Coupon
Series 2007C	6/1/2015	100%	6/1/2016	$1,035,000	4.000%
			6/1/2017	1,075,000	4.000%
			6/1/2018	1,125,000	4.125%
			6/1/2019	1,170,000	4.125%
			6/1/2020	1,220,000	4.125%
			6/1/2021	1,275,000	4.250%
			6/1/2022	1,280,000	4.250%
		Total:		$8,180,000	

The estimated Sources and Uses of the Notes are as follows:

Sources of Funds

Par Amount of Notes	$30,125,000.00 *

Uses of Funds

Refunding Escrow Deposits	$29,709,090.16
Underwriter's Discount	301,250.00
Cost of Issuance and Contingency	114,659.84
Total Uses	$30,125,000.00 *

* Preliminary; subject to change.

OPTIONAL REDEMPTION

The Notes due after June 1, 2022 will be subject to call prior to maturity in whole, or from time to time in part, in any order of maturity and within a maturity by lot on said date or on any date thereafter at the option of the City, upon terms of par plus accrued interest to date of call. Written notice of such call shall be given at least thirty (30) days prior to the date fixed for redemption to the registered owners of the Notes to be redeemed at the address shown on the registration books.

INTEREST

Interest on the Notes will be payable on December 1, 2014 and semiannually on the 1st day of June and December thereafter. Interest and principal shall be paid to the registered holder of a note as shown on the records of ownership maintained by the Registrar as of the 15th day of the month preceding such interest payment date (the "Record Date"). Interest will be computed on the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to rules of the Municipal Securities Rulemaking Board.

PAYMENT OF AND SECURITY FOR THE NOTES

The Notes are general obligations of the City and the unlimited taxing powers of the City are irrevocably pledged for their payment. Upon issuance of the Notes, the City will levy taxes for the years and in amounts sufficient to provide 100% of annual principal and interest due on the Notes. If, however, the amount credited to the debt service fund for payment of the Notes is insufficient to pay principal and interest, whether from transfers or from original levies, the City must use funds in its treasury and is required to levy ad valorem taxes upon all taxable property in the City without limit as to rate or amount sufficient to pay the debt service deficiency.

BOOK-ENTRY-ONLY ISSUANCE

The information contained in the following paragraphs of this subsection "Book-Entry-Only System" has been extracted from a schedule prepared by Depository Trust Company ("DTC") entitled "SAMPLE OFFERING DOCUMENT LANGUAGE DESCRIBING BOOK-ENTRY-ONLY ISSUANCE." The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the securities (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for each issue of the Securities, each in the aggregate principal amount of such issue, and will be deposited with DTC. If, however, the aggregate principal amount of any issue exceeds $500 million, one certificate will be issued with respect to each $500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC's participants (the "Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (the "Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser(s) of each Security (the "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co., nor any other DTC nominee, will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date identified in a listing attached to the Omnibus Proxy.

Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC, is the responsibility of the City or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to Remarketing Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to Remarketing Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to Remarketing Agent's DTC account.

DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to the City or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

FUTURE FINANCING

The City does not anticipate any additional general obligation bonding needs within 90 days of the date of this Preliminary Official Statement.

LITIGATION

The City is not aware of any threatened or pending litigation affecting the validity of the Notes or the City's ability to meets its financial obligations.

DEBT PAYMENT HISTORY

The City knows of no instance in which it has defaulted in the payment of principal or interest on its debt.

LEGALITY

The Notes are subject to approval as to certain matters by Ahlers & Cooney, P.C. of Des Moines, Iowa as Bond Counsel. Bond Counsel has not participated in the preparation of this Preliminary Official Statement and will not pass upon its accuracy, completeness, or sufficiency. Bond Counsel has not examined nor attempted to examine or verify, any of the financial or statistical statements, or data contained in this Preliminary Official Statement and will express no opinion with respect thereto. The FORM OF LEGAL OPINION expected to be delivered at closing are set forth as APPENDIX A to this Preliminary Official Statement.

TAX MATTERS

Tax Exemptions and Related Considerations: Federal tax law contains a number of requirements and restrictions that apply to the Notes. These include investment restrictions, periodic payments of arbitrage profits to the United States, requirements regarding the proper use of bond proceeds and facilities financed with bond proceeds, and certain other matters. The City has covenanted to comply with all requirements that must be satisfied in order for the interest on the Notes to be excludable from gross income for federal income tax purposes. Failure to comply with certain of such covenants could cause interest on the Notes to become includable in gross income for federal income tax purposes retroactively to the date of issuance of the Notes.

Subject to the City's compliance with the above referenced covenants, under present law, in the opinion of Bond Counsel, interest on the Notes is excludable from gross income of the owners thereof for federal income tax purposes, and is not included as an item of tax preference in computing the federal alternative minimum tax imposed on individuals and corporations. However, with respect to corporations (as defined for federal income tax purposes), such interest is included in adjusted current earnings for the purpose of determining the federal alternative minimum tax for such corporations

Interest on the Notes is not exempt from present Iowa income taxes. Ownership of the Notes may result in other state and local tax consequences to certain taxpayers. Bond Counsel expresses no opinion regarding any such collateral consequences arising with respect to the Notes. Prospective purchasers of the Notes should consult their tax advisors regarding the applicability of any such state and local taxes.

Prospective purchasers of the Notes should be aware that ownership of the Notes may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, corporations subject to the branch profits tax, financial institutions, certain insurance companies, certain S corporations, individual recipients of Social Security or Railroad Retirement benefits and taxpayers who may be deemed to have incurred (or continued) indebtedness to purchase or carry tax-exempt obligations. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the Notes should consult their tax advisors as to collateral federal income tax consequences.

NOT-Qualified Tax-Exempt Obligations: The City will NOT designate the Notes as “qualified tax-exempt obligations” under the exception provided in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Tax Accounting Treatment of Discount and Premium on Certain Notes: The initial public offering price of certain Notes (the “Discount Notes”) may be less than the amount payable on such Notes at maturity. An amount equal to the difference between the initial public offering price of Discount Notes (assuming that a substantial amount of the Discount Notes of that maturity are sold to the public at such price) and the amount payable at maturity constitutes original issue discount to the initial purchaser of such Discount Notes. Owners of Discount Notes should consult with their own tax advisors with respect to the determination of accrued original issue discount on Discount Notes for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Discount Notes. It is possible that, under applicable provisions governing determination of state and local income taxes, accrued interest on Discount Notes may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment.

The initial public offering price of certain Notes (“Premium Notes”) may be greater than the amount of such Notes at maturity. An amount equal to the difference between the initial public offering price of Premium Notes (assuming that a substantial amount of the Premium Notes of that maturity are sold to the public at such price) and the amount payable at maturity constitutes a premium to the initial purchaser of such Premium Notes. Purchasers of the Premium Notes should consult with their own tax advisors with respect to the determination of amortizable bond premium on Premium Notes for federal income tax purposes and with respect to the state and local tax consequences of owning and disposing of Premium Notes.

Related Tax Matters: The Internal Revenue Service (the “Service”) has an ongoing program of auditing tax-exempt obligations to determine whether, in the view of the Service, interest on such tax-exempt obligations is includable in the gross income of the owners thereof for federal income tax purposes. It cannot be predicted whether or not the Service will commence an audit of the Notes. If an audit is commenced, under current procedures the Service may treat the City as a taxpayer and the noteholders may have no right to participate in such procedure. The commencement of an audit could adversely affect the market value and liquidity of the Notes until the audit is concluded, regardless of the ultimate outcome.

Payments of interest on, and proceeds of the sale, redemption or maturity of, tax-exempt obligations, including the Notes, are in certain cases required to be reported to the Service. Additionally, backup withholding may apply to any such payments to any Note owner who fails to provide an accurate Form W-9 Request for Taxpayer Identification Number and Certification, or a substantially identical form, or to any Note owner who is notified by the Service of a failure to report any interest or dividends required to be shown on federal income tax returns. The reporting and backup withholding requirements do not affect the excludability of such interest from gross income for federal tax purposes.

Current and future legislative proposals, including some that carry retroactive effective dates, if enacted into law, or clarification of the Code may cause interest on the Notes to be subject, directly or indirectly, to federal income taxation, or otherwise prevent owners of the Notes from realizing the full current benefit of the tax status of such interest. As one example, legislation has been proposed by the Obama Administration that would limit the exclusion from gross income of interest on obligations like the Notes to some extent for taxpayers whose income is subject to higher marginal income tax rates. Other proposals have been made that could significantly reduce the benefit of, or otherwise affect, the exclusion from gross income of interest on obligations like the Notes. The introduction or enactment of any such legislative proposals or clarification of the Code may also affect, perhaps significantly, the market price for, or marketability of, the Notes. Prospective purchasers of the Notes should consult their own tax advisors regarding any pending or proposed tax legislation, as to which Bond Counsel expresses no opinion.

The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Notes, and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any proposed or pending legislation, regulatory initiatives or litigation.

Opinion: Bond Counsel's opinion is not a guarantee of a result, or of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction, but represents its legal judgment based upon its review of existing statutes, regulations, published rulings and court decisions and the representations and covenants of the City described in this section. No ruling has been sought from the Service with respect to the matters addressed in the opinion of Bond Counsel and Bond Counsel's opinion is not binding on the Service. Bond Counsel assumes no obligation to update its opinion after the issue date to reflect any further action, fact or circumstance, or change in law or interpretation, or otherwise.

RATING

The City has requested ratings on the Notes from Standard & Poor's Rating Services ("S&P") and Moody's Investors Service, Inc. ("Moody's"). Currently, the City's outstanding General Obligation long-term debt is rated "AA+" by S&P and "Aa2" by Moody's. The existing ratings on long-term debt reflect only the view of the rating agencies and any explanation of the significance of such ratings may only be obtained from S&P and Moody's. There is no assurance that such rating will continue for any period of time or that it will not be revised or withdrawn. Any revision or withdrawal of the rating may have an effect on the market price of the Notes.

MUNICIPAL ADVISOR

The City has retained Public Financial Management, Inc., Des Moines, Iowa as municipal advisor (the "Municipal Advisor") in connection with the preparation of the issuance of the Notes. In preparing the Preliminary Official Statement, the Municipal Advisor has relied on government officials, and other sources to provide accurate information for disclosure purposes. The Municipal Advisor is not obligated to undertake, and has not undertaken, an independent verification of the accuracy, completeness, or fairness of the information contained in the Preliminary Official Statement. Public Financial Management, Inc. is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

CONTINUING DISCLOSURE

In order to assist bidders in complying with paragraph (b)(5) of the Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, (the "Rule") as amended, the City will undertake, pursuant to the resolution for the Notes and the Continuing Disclosure Certificate, to provide certain annual financial information and notices of the occurrence of certain material events (the "Disclosure Covenants"). A description of these undertakings is set forth in APPENDIX C of this Preliminary Official Statement. The City will deliver the Continuing Disclosure Certificate at closing, and any failure on the part of the City to deliver the same shall relieve the Purchaser of its obligations to purchase the Notes.

The City is currently compliant with its continuing disclosure undertakings. However, the City inadvertently failed to timely file it's Comprehensive Annual Financial Reports (CAFRs) for the fiscal years ending June 30, 2010 and 2011. Such late filings were completed three (3) days after the requirement for each year. The City has taken steps intended to assure future compliance with its disclosure covenants and has filed its fiscal year 2012 and 2013 continuing disclosure requirements in a complete and timely manner.

The Board of Trustees of the Des Moines Water Works (the "DMWW") is the governing body for the purposes of issuance of all City water revenue debt. The DMWW is currently compliant with its continuing disclosure undertakings. However, the DMWW inadvertently failed to timely file it's Independent Auditor's Report and required financial and operating data tables for the fiscal year ending December 31, 2011. The DMWW filed the outstanding 2011 audit and required financial and operating data tables on July 8, 2013. The DMWW has implemented additional internal staffing procedures intended to assure future compliance with its disclosure covenants and has filed its fiscal year 2012 continuing disclosure requirements in a complete and timely manner. Fiscal year 2013 continuing disclosure requirements are not due until July 2014.

Future Compliance
The City has conducted a thorough review of its continuing disclosure obligations and corresponding submissions on the MSRB's EMMA site. Upon discovering any inadvertent omissions with respect to these filings, the City has brought its continuing disclosure filings current and has disclosed those omissions above. Currently, the City is not aware of any outstanding past-due continuing disclosure filings.

In an effort to augment the City's procedures and policies to maintain future compliance, the City has taken additional steps intended to assure future compliance with its Disclosure Covenants. These steps include implementing the MSRB's EMMA's notification system whereby the City will receive timely email reminders a month in advance for all of the City's annual and quarterly disclosure filings to ensure all disclosure obligations have been made on a timely basis and in all material respects. In addition, the City intends to coordinate with its dissemination agent to closely monitor its compliance with the Disclosure Covenants.

Breach of the Disclosure Covenants will not constitute a default or an "Event of Default" under the Bonds or the resolution for the Bonds. A broker or dealer is to consider a known breach of the Disclosure Covenants, however, before recommending the purchase or sale of the Bonds in the secondary market. Thus, a failure on the part of the City to observe the Disclosure Covenants may adversely affect the transferability and liquidity of the Bonds and their market price.

CERTIFICATION

The City has authorized the distribution of this Preliminary Official Statement for use in connection with the initial sale of the Notes. I have reviewed the information contained within the Preliminary Official Statement prepared on behalf of the City by Public Financial Management, Inc., Des Moines, Iowa, and said Preliminary Official Statement does not contain any material misstatements of fact nor omission of any material fact regarding the issuance of $30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E.

CITY OF DES MOINES, IOWA
/s/ Scott Sanders, Finance Director/Treasurer

* Preliminary; subject to change.

CITY PROPERTY VALUES

IOWA PROPERTY VALUATIONS

In compliance with Section 441.21 of the Code of Iowa, the State Director of Revenue annually directs the county auditors to apply prescribed statutory percentages to the assessments of certain categories of real property. The Polk and Warren County Auditors adjusted the final actual values for 2013. The reduced values, determined after the application of rollback percentages, are the Taxable Values subject to tax levy. For assessment year 2013, the Taxable Value rollback rate was 54.4002% of Actual Value for residential property; 43.3997% of Actual Value for agricultural property; 95% of Actual Value for commercial, industrial and railroad property; and 100% of Actual Value for utility property.

The Legislature's intent has been to limit the growth of statewide taxable valuations for the specific classes of property to 3% annually. Political subdivisions whose taxable values are thus reduced or are unusually low in growth are allowed to appeal the valuations to the State Appeal Board.

1/1/2013 VALUATIONS (Taxes payable July 1, 2014 through June 30, 2015)

	100% Actual Value	Taxable Value (With Rollback)
Residential	$7,149,873,353	$3,868,222,118
Commercial	2,390,533,853	2,240,741,454
Industrial	166,432,925	156,811,219
Railroad	16,195,058	15,385,305
Utilities w/o Gas & Electric	34,643,869	34,643,869
Gross valuation	$9,757,679,058	$6,315,803,965
Less military exemption	(14,485,409)	(14,485,409)
Net valuation	$9,743,193,649	$6,301,318,556
TIF Increment (used to compute Debt service levies and Constitutional debt limit)	$678,072,609	$678,072,609
Taxed separately		
Gas & Electric Utilities	$297,338,594	$229,724,728
Ag. Land	$11,750,140	$5,099,512
Ag. Buildings	$1,016,700	$441,243

2013 GROSS TAXABLE VALUATION BY CLASS OF PROPERTY [1)]

	Taxable Valuation	Percent Total
Residential	$3,868,222,118	59.10%
Commercial	2,240,741,454	34.23%
Industrial, Railroad & Utility	206,840,393	3.16%
Gas & Electric Utilities	229,724,728	3.51%
Total Gross Taxable Valuation	$6,545,528,693	100.00%

1) Excludes Taxable TIF Increment, Ag. Land and Ag. Buildings.

TREND OF VALUATIONS

Assessment Year	Payable Fiscal Year	100% Actual Valuation	Taxable Valuation (With Rollback)	Taxable TIF Increment
2009	2010-11	$11,051,949,782	$6,397,515,722	$629,710,790
2010	2011-12	11,163,960,293	6,583,898,786	611,989,020
2011	2012-13	10,836,883,434	6,440,220,679	700,007,540
2012	2013-14	10,917,590,540	6,595,509,088	735,935,354
2013	2014-15	10,731,371,692	6,531,043,284	678,072,609

The 100% Actual Valuations, before rollback and after reduction of military exemption, include Ag. Land, Ag. Buildings, Taxable TIF Increment and Gas & Electric Utilities. The Taxable Valuations, with the rollback and after the reduction of military exemption, include Gas & Electric Utilities and exclude Ag. Land, Ag. Buildings and Taxable TIF Increment. Iowa cities certify operating levies against Taxable Valuation excluding the Taxable TIF Increment and debt service levies are certified against Taxable Valuations including the Taxable TIF Increment.

LARGER TAXPAYERS [1)]

Taxpayer	Type of Property/Business	1/1/2013 Taxable Valuation
Mid-American Energy	Electric Company	$229,509,446
Principal Mutual Life	Insurance Company	185,427,099
Nationwide Mutual Life	Insurance Company	167,572,516
Wellmark	Insurance Company	101,945,830
Wells Fargo Financial	Banking Services	95,995,151
Employers Mutual Casualty	Insurance Company	50,064,782
Mercy Medical	Hospital	34,184,423
Iowa Methodist Hospital	Hospital	33,868,821
Merle Hay Mall	Commercial	30,061,990
Meredith Corp	Publishing	29,341,118

1) This list represents larger taxpayers in this jurisdiction, not necessarily the top 10 taxpayers.

Source: Polk & Warren County.

RECENT PROPERTY TAX LEGISLATION

During the 2013 legislative session, the Iowa General Assembly enacted Senate File 295 (the "Act"), which the Governor signed into law on June 12, 2013. Among other things, the Act (i) reduces the maximum annual taxable value growth percent, due to revaluation of existing residential and agricultural property, from the current 4% to 3%, (ii) assigns a "rollback" (the percentage of a property's value that is subject to tax) to commercial, industrial and railroad property of 95% for the 2013 assessment year and 90% for the 2014 assessment year and all years thereafter, (iii) creates a new property tax classification for multi-residential properties (mobile home parks, manufactured home communities, land-lease communities, assisted living facilities and property primarily used or intended for human habitation containing three or more separate dwelling units) ("Multi-residential Property") that begins in the 2015 assessment year, and assigns a declining rollback percentage of 3.75 percent to such properties for each subsequent year until 2021 assessment year (the rollback percentage for Multi-residential Properties will be equal to the residential rollback percentage in 2022 assessment year and thereafter) and (iv) exempts a specified portion of the assessed value of telecommunication properties.

The Act includes a standing appropriation to replace some of the tax revenues lost by local governments, including tax increment districts, resulting from the new rollback for commercial and industrial property. Prior to fiscal year 2017-18, the appropriation is a standing unlimited appropriation, but beginning in fiscal year 2017-18 the standing appropriation cannot exceed the actual fiscal year 2016-17 appropriation amount. The appropriation does not replace losses to local governments resulting from the Act's provisions that reduce the annual revaluation growth limit for residential and agricultural properties to 3% from 4%, the gradual transition for Multi-residential Property from the fiscal year 2013-14 commercial rollback percentage (100% of Actual Value) to the residential rollback percentage (currently 54.4002% of Actual Value), or the reduction in the percentage of telecommunications property that is subject to taxation.

Given the wide scope of the statutory changes, and the State of Iowa's discretion in establishing the annual replacement amount that is appropriated each year commencing in fiscal year 2017-18, the impact of the Act on the City's future property tax collections is uncertain and the City is unable to accurately assess the financial impact of the Act's provisions on the City's future operations.

In Moody's Investor Service US Public Finance Weekly Credit Outlook, dated May 30, 2013, Moody's Investor Service ("Moody's") projected that local governments in the State of Iowa are likely to experience modest reductions in property tax revenues starting in fiscal year 2014-15 as a result of the Act, with sizeable reductions possible starting in fiscal year 2017-18. According to Moody's, local governments that may experience disproportionately higher revenue losses include regions that have a substantial commercial base, a large share of Multi-residential Property (such as college towns), or significant amounts of telecommunications property.

Notwithstanding any decrease in property tax revenues that may result from the Act, Iowa Code section 76.2 provides that when an Iowa political subdivision issues general obligation Notes, "the governing authority of these political subdivisions before issuing Notes shall, by resolution, provide for the assessment of an annual levy upon all the taxable property in the political subdivision sufficient to pay the interest and principal of the Notes within a period named not exceeding twenty years. A certified copy of this resolution shall be filed with the county auditor or the auditors of the counties in which the political subdivision is located; and the filing shall make it a duty of the auditors to enter annually this levy for collection from the taxable property within the boundaries of the political subdivision until funds are realized to pay the Notes in full."

From time to time, other legislative proposals may be considered by the Iowa General Assembly that would, if enacted, alter or amend one or more of the property tax matters described in this Preliminary Official Statement. It cannot be predicted whether or in what forms any of such proposals may be enacted, and there can be no assurance that such proposals will not apply to valuation, assessment or levy procedures for the levy of taxes by the City.

CITY INDEBTEDNESS

DEBT LIMIT

Article XI, Section 3 of the State of Iowa Constitution limits the amount of debt outstanding at any time of any county, municipality or other political subdivision to no more than 5% of the actual value of all taxable property within the corporate limits, as taken from the last state and county tax list. The debt limit for the City, based on its 2013 actual valuation currently applicable to the fiscal year 2014-15, is as follows:

2013 Actual Valuation of Property		$10,745,857,101
Less:	Military Exemption	(14,485,409)
	Subtotal	$10,731,371,692
Legal Debt Limit of 5%		0.05
	Legal Debt Limit	$536,568,584
Less:	General Obligation Debt Subject to Debt Limit	(431,395,000)
Less:	Lease Debt Paid by Taxes	(3,683,487) [1]
Less:	Section 108 Loan	(465,230) [2]
Less:	TIF Rebate Agreements	(12,789,335) [3]
Legal Debt Margin		$88,235,532

1) Amount represents the principal outstanding on five lease notes payable from the debt service levy.
2) Amount represents the portion of the $8.476 million Section 108 Loan outstanding that is subject to the FY 2014-15 debt limit.
3) Amount represents TIF Rebate Agreements and obligations that are subject to the FY 2014-15 debt limit.

DIRECT DEBT

General Obligation Debt Paid by Property Taxes (Includes a portion of the Notes)

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
12/05E	$20,825,000	Refunding	6/20	$10,975,000
6/07B	18,255,000	Various Purpose	6/15	830,000 [1]
6/08D	24,055,000	Various Purpose	6/28	19,540,000
6/09C	16,045,000	Refunding	6/19	6,874,000
6/09E	19,605,000	Various Purpose	6/29	17,095,000
6/09G	3,115,000	Various Purpose	6/19	1,750,000
1/10A	15,320,000	Refunding	6/24	9,310,000
1/10C	18,855,000	Refunding	6/16	2,655,000
6/10D	20,790,000	Various Purpose	6/30	18,345,000
12/10H	52,395,000	Refunding	6/25	45,795,000
6/11A	32,365,000	Various Purpose/Refunding	6/31	26,795,000
6/12A	19,965,000	Various Purpose	6/32	19,540,000
6/12C	2,745,000	Various Purpose	6/17	1,680,000
8/13A	27,880,000	Various Purpose	6/33	26,690,000
8/13B	14,200,000	Refunding	6/26	14,200,000
1/14A	38,830,000	Franchise Fee	6/22	38,830,000
7/14C	24,280,000	Various Purpose	6/24	24,280,000
9/14C	13,650,000*	Refunding	6/27	13,650,000*
Subtotal				$298,834,000

1) Proceeds of the Notes will crossover refund the 2016 through 2027 maturities on June 1, 2015.

* Preliminary; subject to change.

General Obligation Debt Paid by Tax Increment (Includes a portion of the Notes)

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
6/05C	$10,000,000	Various Purpose	6/15	$790,000 [1)]
12/05E	7,360,000	Refunding	6/20	4,125,000
4/07A	4,635,000	Taxable - Refunding	6/19	2,285,000
6/07B	160,000	Various Purpose	6/15	5,000 [2)]
6/07C	15,045,000	Various Purpose	6/15	990,000 [3)]
6/08E	6,325,000	Various Purpose	6/23	4,240,000
6/09B	2,870,000	Refunding	6/21	1,810,000
6/09C	15,210,000	Refunding	6/19	3,141,000
6/09F	3,055,000	Various Purpose	6/17	1,215,000
1/10B	13,440,000	Refunding	6/24	12,170,000
1/10C	3,775,000	Refunding	6/16	565,000
6/10D	4,540,000	Various Purpose	6/19	3,520,000
12/10H	12,965,000	Refunding	6/23	10,755,000
6/11A	13,155,000	Various Purpose/Refunding	6/26	10,465,000
6/12B	6,895,000	Various Purpose	6/28	6,590,000
6/12C	1,530,000	Various Purpose	6/22	1,270,000
8/13A	9,210,000	Various Purpose	6/32	9,080,000
8/13B	6,850,000	Refunding	6/26	6,850,000
7/14C	665,000	Various Purpose	6/24	665,000
7/14D	2,250,000	Various Purpose	6/24	2,250,000
9/14E	16,475,000*	Refunding	6/23	16,475,000*
Subtotal				$99,256,000

1) Proceeds of the Notes will crossover refund the 2016 through 2023 maturities on June 1, 2015.
2) Proceeds of the Notes will crossover refund the 2016 through 2027 maturities on June 1, 2015.
3) Proceeds of the Notes will crossover refund the 2016 through 2022 maturities on June 1, 2015.

* Preliminary; subject to change.

General Obligation Debt Paid by Enterprise Funds

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
9/12D	$13,210,000	Sanitary Sewer Improvements	6/32	$12,015,000
9/12E	10,825,000	Stormwater Improvements	6/32	10,040,000
9/12F	13,030,000	Parking Refunding	6/20	11,250,000
Subtotal				$33,305,000

Summary of General Obligation Debt Outstanding

General Obligation Debt Paid by Property Taxes	$298,834,000
General Obligation Debt Paid by Tax Increment	99,256,000
General Obligation Debt Paid by Enterprise Funds	33,305,000
Total General Obligation Debt Subject to Limit:	**$431,395,000**

G.O. Debt Paid by Taxes (Includes a portion of the Notes)

	Current Outstanding		Notes		Total Outstanding		
Fiscal Year	Principal	Principal & Interest	Principal*	Principal & Interest*	Total Outstanding Principal*	Total Outstanding Principal & Interest*	Build America Bond Federal Subsidy [1)]
2014-15	$19,757,000	$32,382,018		$242,382	$19,757,000	$32,624,400	($298,707)
2015-16	20,536,000	31,491,734	$380,000	742,065	20,916,000	32,233,799	(290,904)
2016-17	19,758,000	29,987,603	1,080,000	1,438,531	20,838,000	31,426,134	(281,623)
2017-18	18,692,000	28,163,514	1,095,000	1,440,139	19,787,000	29,603,653	(272,049)
2018-19	18,166,000	26,851,554	1,105,000	1,432,838	19,271,000	28,284,392	(261,855)
2019-20	17,785,000	25,682,171	1,130,000	1,436,291	18,915,000	27,118,462	(250,941)
2020-21	23,610,000	30,705,184	1,160,000	1,440,640	24,770,000	32,145,824	(232,590)
2021-22	33,520,000	39,684,146	1,185,000	1,435,944	34,705,000	41,120,090	(212,745)
2022-23	14,000,000	18,934,071	1,220,000	1,437,764	15,220,000	20,371,835	(191,458)
2023-24	26,445,000	30,773,359	1,260,000	1,441,042	27,705,000	32,214,401	(168,889)
2024-25	10,885,000	14,120,093	1,300,000	1,439,966	12,185,000	15,560,059	(144,607)
2025-26	10,115,000	12,866,453	1,345,000	1,441,156	11,460,000	14,307,609	(118,780)
2026-27	9,470,000	11,787,065	1,390,000	1,439,484	10,860,000	13,226,549	(91,513)
2027-28	10,175,000	12,077,169			10,175,000	12,077,169	(62,690)
2028-29	9,055,000	10,497,595			9,055,000	10,497,595	(32,194)
2029-30	7,920,000	8,950,900			7,920,000	8,950,900	
2030-31	6,830,000	7,519,313			6,830,000	7,519,313	
2031-32	5,065,000	5,449,900			5,065,000	5,449,900	
2032-33	3,400,000	3,553,000			3,400,000	3,553,000	
Total	$285,184,000		$13,650,000*		$298,834,000*		

1) Beginning in FY 2013-14, the Federal government reduced the Build America Bond subsidy payment by 7.20% for the June 2014 interest payment and thereafter. It is assumed that the 7.20% reduction will continue throughout the life of the Build America Bonds.

* Preliminary; subject to change.

G.O. Debt Paid by TIF (Includes a portion of the Notes)

	Current Outstanding		Notes		Total Outstanding	
Fiscal Year	Principal	Principal & Interest	Principal*	Principal & Interest*	Total Outstanding Principal*	Total Outstanding Principal & Interest*
2014-15	$9,583,000	$13,379,324		$226,600	$9,583,000	$13,605,925
2015-16	8,054,000	10,866,563	$1,425,000	1,763,490	9,479,000	12,630,053
2016-17	8,192,000	10,729,235	2,195,000	2,520,238	10,387,000	13,249,473
2017-18	8,068,000	10,311,188	2,235,000	2,533,020	10,303,000	12,844,207
2018-19	8,089,000	10,029,255	2,280,000	2,542,707	10,369,000	12,571,962
2019-20	6,320,000	7,946,855	2,330,000	2,548,247	8,650,000	10,495,102
2020-21	5,935,000	7,304,873	2,390,000	2,555,356	8,325,000	9,860,228
2021-22	5,810,000	6,939,189	2,410,000	2,514,172	8,220,000	9,453,360
2022-23	5,025,000	5,915,136	1,145,000	1,181,692	6,170,000	7,096,828
2023-24	4,215,000	4,900,219	15,000	17,227	4,230,000	4,917,446
2024-25	2,595,000	3,120,781	15,000	16,738	2,610,000	3,137,519
2025-26	2,695,000	3,125,031	15,000	16,233	2,710,000	3,141,264
2026-27	1,385,000	1,715,531	20,000	20,712	1,405,000	1,736,243
2027-28	1,430,000	1,714,931			1,430,000	1,714,931
2028-29	1,280,000	1,517,469			1,280,000	1,517,469
2029-30	1,325,000	1,508,069			1,325,000	1,508,069
2030-31	1,365,000	1,490,100			1,365,000	1,490,100
2031-32	1,415,000	1,478,675			1,415,000	1,478,675
Total	$82,781,000		$16,475,000*		$99,256,000*	

* Preliminary; subject to change.

G.O. Debt Paid by Enterprise Funds

Total Outstanding

Fiscal Year	Total Outstanding Principal	Total Outstanding Principal & Interest
2014-15	$2,360,000	$3,237,400
2015-16	2,390,000	3,219,200
2016-17	2,425,000	3,205,400
2017-18	2,465,000	3,191,200
2018-19	3,910,000	4,581,100
2019-20	3,995,000	4,568,000
2020-21	1,115,000	1,587,800
2021-22	1,140,000	1,579,350
2022-23	1,175,000	1,580,150
2023-24	1,205,000	1,574,900
2024-25	1,240,000	1,573,750
2025-26	1,280,000	1,576,550
2026-27	1,320,000	1,578,150
2027-28	1,360,000	1,578,550
2028-29	1,405,000	1,582,750
2029-30	1,455,000	1,590,600
2030-31	1,505,000	1,596,950
2031-32	1,560,000	1,606,800
Total	$33,305,000	

OTHER DEBT

Lease Debt Supported by Taxes

The City has lease debt payable from taxes as follows:

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
12/09	$589,949	Supplement DLL5 (MLS5)	6/15	$83,444
1/10	254,018	Supplement DLL D-1b	6/15	52,743
2/10	396,718	Supplement DLL D-1a	6/15	82,160
7/11	942,038	Supplement #1	6/18	572,717
8/12	1,880,000	Supplement #3	6/22	1,692,423
8/14	1,200,000	Supplement #4	6/24	1,200,000
Total				$3,683,487

Revenue Debt Supported by Stormwater Revenues

The City has revenue debt payable from the Stormwater Enterprise Fund as follows:

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
12/06D	$16,750,000	Stormwater Improvements	6/23	$10,735,000
1/09	190,292	Stormwater Note C1a	6/15	28,311
10/09	1,116,017	Stormwater Note D2	6/15	194,607
10/10F	19,300,000	Improvements/Refunding	6/30	14,825,000
10/10G	5,100,000	Refunding	6/18	3,040,000
Total				$28,822,918

Revenue Debt Supported by Solid Waste Revenues

The City has revenue debt payable from the Solid Waste Enterprise Fund as follows:

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
8/08	$72,029	Solid Waste Equipment Note	6/15	$10,716
8/08	1,920,611	Solid Waste Equipment Note	6/15	274,373
9/09	637,569	Solid Waste Equipment Note	6/15	95,087
Total				$380,176

Revenue Debt Supported by Sewer Revenues

The City has revenue debt payable from Sewer Enterprise Fund as follows:

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
11/04I	$5,965,000	Sewer Improvements (SRF)	6/25	3,709,000
3/14B	16,240,000	Refunding & Improvements	6/23	16,240,000
Subtotal				$19,949,000

The City has a governmental-lease purchase master agreement payable from the System as follows:

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
4/12	$1,147,482	Three Vactor Trucks	12/18	$754,914

Des Moines Metropolitan Wastewater Reclamation Authority ("WRA") Proposed Payment Obligations

WRA has authorized and is planning to issue the following State Revolving Fund Loans within the next 90 days. The amounts below represent the City's share of the debt service payments of the proposed issues. Other participating communities of the WRA pay the remaining amount. Flow-based allocations are subject to change on an annual basis; as such the amount outstanding may be greater than the amount issued due to fluctuations in flow.

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
TBD	$3,296,867	Sewer Improvements (SRF)	6/34	$3,296,867 1)
TBD	1,351,175	Sewer Improvements (SRF)	6/34	1,351,175 2)
TBD	1,909,643	Sewer Improvements (SRF)	6/34	1,909,643 3)
TBD	1,044,899	Sewer Improvements (SRF)	6/34	1,044,899 4)
Subtotal				$7,602,584

1) The City's flow-based share of the WRA's proposed SRF Loan in the amount of $6,100,000.
2) The City's flow-based share of the WRA's proposed SRF Loan in the amount of $2,500,000.
3) The City's flow-based share of the WRA's proposed SRF Loan in the amount of $5,300,000.
4) The City's flow-based share of the WRA's proposed SRF Loan in the amount of $2,900,000.

Des Moines Metropolitan Wastewater Reclamation Authority ("WRA") Existing Payment Obligations

Date of Issue	Original Amount	Purpose	Final Maturity	Principal Outstanding As of 09/30/14
6/95	$809,840	Sewer Revenue (SRF Loan No. 4)	6/15	$44,843 1)
6/95	7,985,127	Sewer Revenue (SRF Loan No. 6)	6/16	1,152,207 2)
6/96	4,382,792	Sewer Revenue (SRF Loan No. 7)	6/18	1,184,904 3)
12/06	11,313,574	Sewer Improvements	6/36	9,814,167 4)
6/08A	5,732,440	Sewer Improvements (SRF)	6/39	5,401,407 5)
4/10A	3,074,450	Sewer Improvements (SRF)	6/40	2,860,141 6)
6/10C-1	1,121,921	Sewer Improvements (SRF)	6/32	1,079,859 7)
6/10C-2	12,060,645	Sewer Improvements (SRF)	6/32	10,684,551 8)
5/11A	33,657,615	Sewer Improvements (SRF)	6/42	31,738,020 9)
5/11C	3,347,063	Sewer Improvements (SRF)	6/41	3,309,087 10)
12/11D	5,628,301	Sewer Improvements (SRF)	6/43	5,188,104 11)
5/12C	10,529,114	Sewer Improvements (SRF)	6/43	9,727,920 12)
5/12D	4,094,656	Sewer Improvements (SRF)	6/42	3,702,220 13)
11/12G	8,578,900	Sewer Improvements (SRF)	6/44	7,926,820 14)
4/13A	4,349,345	Sewer Improvements (SRF)	6/43	4,161,079 15)
6/13B	19,133,993	Refunding	6/34	18,119,632 16)
2/14A	972,846	Sewer Improvements (SRF)	6/34	972,846 17)
2/14B	216,188	Sewer Improvements (SRF)	6/33	215,648 18)
2/14D	2,161,860	Sewer Improvements (SRF)	6/34	2,161,860 19)
Subtotal				$119,445,315

The amounts below represent the City's share of the debt service payments of the various issues. Other participating communities of the WRA pay the remaining amount. Flow-based allocations are subject to change on an annual basis; as such the amount outstanding may be greater than the amount issued due to fluctuations in flow.

1) The City's share of the WRA's SRF Loan No. 4 outstanding in the amount of $218,000.
2) The City's share of the WRA's SRF Loan No. 6 outstanding in the amount of $1,621,000.
3) The City's share of the WRA's SRF Loan No. 7 outstanding in the amount of $1,667,000.
4) The City's flow-based share of the WRA's Series 2006 outstanding in the amount of $33,275,000.
5) The City's flow-based share of the WRA's Series 2008A SRF loan outstanding in the amount of $14,991,000.
6) The City's flow-based share of the WRA's Series 2010A SRF loan outstanding in the amount of $7,938,000.
7) The City's flow-based share of the WRA's Series 2010C-1 SRF loan outstanding in the amount of $1,998,000.
8) The City's flow-based share of the WRA's Series 2010C-2 SRF loan outstanding in the amount of $19,769,000.
9) The City's flow-based share of the WRA's Series 2011A SRF loan outstanding in the amount of $58,723,000.
10) The City's flow-based share of the WRA's Series 2011C SRF loan outstanding in the amount of $9,184,000.
11) The City's flow-based share of the WRA's Series 2011D SRF loan outstanding in the amount of $14,399,000.
12) The City's flow-based share of the WRA's Series 2012C SRF loan outstanding in the amount of $17,999,000.
13) The City's flow-based share of the WRA's Series 2012D SRF loan outstanding in the amount of $6,850,000.
14) The City's flow-based share of the WRA's Series 2012G SRF loan outstanding in the amount of $22,000,000.
15) The City's flow-based share of the WRA's Series 2013A SRF loan outstanding in the amount of $7,699,000.
16) The City's flow-based share of the WRA's Series 2013B outstanding in the amount of $55,880,000.
17) The City's flow-based share of the WRA's Series 2014A SRF loan outstanding in the amount of $1,800,000.
18) The City's flow-based share of the WRA's Series 2014B SRF loan outstanding in the amount of $399,000.
19) The City's flow-based share of the WRA's Series 2014DSRF loan outstanding in the amount of $6,000,000.

Total Sewer Revenue Debt Outstanding: $140,149,229
Total Sewer Revenue Debt Outstanding and Proposed $147,751,813

INDIRECT GENERAL OBLIGATION DEBT

Taxing District	1/1/2013 Taxable Valuation [1)]	Portion of Taxable Valuation within the City	Percent In City	G.O. Debt Outstanding [2)]	City's Proportionate Share
Polk County	$20,922,162,763	$7,200,627,853	34.42%	$250,799,573	$86,325,213
Warren County	1,916,277,024	14,028,795	0.73%	134,500	982
Carlisle CSD	299,418,398	64,930,797	21.69%	6,625,000	1,436,963
Des Moines Ind. CSD	7,191,476,982	6,875,228,485	95.60%	0	0
Indianola CSD	791,700,069	382,476	0.05%	37,850,000	18,925
Johnston CSD	2,035,596,241	139,859,661	6.87%	27,810,000	1,910,547
Norwalk CSD	505,654,026	3,105,422	0.61%	16,645,000	101,535
Saydel CSD	646,249,135	19,189,912	2.97%	7,585,000	225,275
Southeast Polk CSD	1,677,994,061	100,372,807	5.98%	46,091,520	2,756,273
West Des Moines CSD	4,275,650,297	11,587,088	0.27%	36,520,000	98,604
Urbandale Sanitary Sewer	2,399,174,684	1,767,000	0.07%	0	0
Urbandale-Windsor Heights Sanitary Sewer	385,067,482	19,537,839	5.07%	0	0
Des Moines Area Comm. College	39,094,550,025	7,214,656,648	18.45%	65,880,000	12,154,860
City's share of total overlapping debt					$105,029,177

1) Taxable Valuations include Ag Land, Ag Buildings, all Utilities and Taxable TIF Increment.
2) Includes general obligation bonds, PPEL notes, certificates of participation and new jobs training certificates.

DEBT RATIOS

	Debt	Debt/Actual Market Value ($10,731,371,692) [1)]	Debt/204,220 Population [2)]
Total General Obligation Debt	$431,395,000	4.02%	$2,112.40
Less: G.O. Debt Paid From Enterprise Funds	(33,305,000)	(0.31%)	(163.08)
Net G.O. Debt Paid by Taxes and Tax Increment	$398,090,000	3.71%	$1,949.32
Leases Paid by the Debt Service Levy	$3,683,487	0.03%	$18.04
City's share of overlapping debt	$105,029,177	0.98%	$514.29

1) Based on 1/1/2013 Actual Market Value; includes Ag Land, Ag Buildings, all Utilities and TIF Increment.
2) Based on the City's 2010 U.S. Census which was corrected on March 15, 2013 to 204,220.

LEVIES AND COLLECTIONS

Fiscal Year	Levy	Collected During Collection Year	Percent Collected
2009-10	$132,206,542	$131,836,241	99.72%
2010-11	134,377,724	133,294,886	99.19%
2011-12	137,113,954	136,542,499	99.58%
2012-13	141,463,006	140,707,997	99.47%
2013-14	144,870,703	---------- In process of collection ----------	

Collections include delinquent taxes from all prior years. Taxes in Iowa are delinquent each October 1 and April 1 and a late payment penalty of 1% per month of delinquency is enforced as of those dates. If delinquent taxes are not paid, the property may be offered at the regular tax sale on the third Monday of June following the delinquency date. Purchasers at the tax sale must pay an amount equal to the taxes, special assessments, interest and penalties due on the property and funds so received are applied to taxes. A property owner may redeem from the regular tax sale but, failing redemption within three years, the tax sale purchaser is entitled to a deed, which in general conveys the title free and clear of all liens except future tax installments.

Source: Polk & Warren County.

CITY TAX RATES

	FY 2010-11 $/$1,000	FY 2011-12 $/$1,000	FY 2012-13 $/$1,000	FY 2013-14 $/$1,000	FY 2014-15 $/$1,000
Polk County [1)]	10.05423	10.01509	10.07059	10.25715	10.60460
City of Des Moines	16.57614	16.58000	16.91982	16.92001	16.92000
Des Moines Ind. CSD	17.64347	18.34848	18.34845	18.34842	18.14592
Des Moines Area Comm. College	0.56008	0.59018	0.58466	0.69120	0.65724
Des Moines Regional Transit Authority	0.44430	0.44400	0.59400	0.67400	0.73900
State of Iowa	0.00340	0.00320	0.00330	0.00330	0.00330
Total Tax Rate	45.28162	45.98095	46.52082	46.89408	47.07006

1) Polk County tax rate includes the following tax rates: Polk County-wide, Polk County Assessor, Polk County Ag. Extension and the Broadlawns Medical Center.

LEVY LIMITS

A city's general fund tax levy is limited to $8.10 per $1,000 of taxable value, with provision for an additional $0.27 per $1,000 levy for an emergency fund which can be used for general fund purposes (Code of Iowa, Chapter 384, Division I). Cities may exceed the $8.10 limitation upon authorization by a special levy election. Further, there are limited special purpose levies, which may be certified outside of the above-described levy limits (Code of Iowa, Section 384.12). The amount of the City's general fund levy subject to the $8.10 limitation is $8.10 for fiscal year 2014-15. The City does levy costs for tort liability, other insurance expense and employee benefits in addition to the $8.10 general fund limit as authorized by law. Currently, the City does not levy for an emergency fund. Debt service levies are not limited.

THE CITY

CITY GOVERNMENT

The City, incorporated as a town in 1851 and as a city in 1857, is the State of Iowa's capital, Polk County's seat and the most populous city in the State. The City operates under a council-manager-ward form of government. The Mayor and two other Council Members are elected at-large; four Council Members each represent a ward of the City.

Mr. Larry Hulse is the Interim City Manager and is responsible for the day-to-day management of the City. Mr. Hulse has a Bachelor of Science degree in Urban Planning from Iowa State University and a Master's Degree in Public Administration from Kansas State University. As City Manager, Mr. Hulse serves as the Chief Administrative Officer for the City, supervises all City departments and staff, serves as the primary advisor to the City Council, prepares the operating and capital improvements budgets for final approval, works with State and Federal legislative issues, meets with citizens and neighborhood organizations, directs major economic development initiatives, and is the chief negotiator for city government.

Mr. Scott Sanders is the Finance Director/Treasurer and is responsible for the financial affairs of the City. Mr. Sanders was appointed to the position in April 2011. Prior to joining the City, Mr. Sanders was the Finance Director at the cities of West Des Moines, Iowa and Council Bluffs, Iowa. Mr. Sanders holds a Bachelor of Science degree in Computer Science and a Master's Degree in Community and Regional Planning from Iowa State University.

CITY BUDGETING PROCESS

The City's budget policy states that the proposed budget will balance ongoing revenues and expenditures without the use of one-time revenues. Goals of the budget policy include development of a general fund unassigned balance that is no less than 10% of the general fund budget and reduced reliance on property tax revenues with development of significant new revenue sources. One-time surplus revenues will have a first priority of supporting capital investment in neighborhood economic development programs. The City approved a two-year budget for fiscal year 2010-11 and fiscal year 2011-12 in February of 2010. Resolving budget issues two years at a time allowed the City to take a one-year reprieve from potential budget cuts in the second year of the plan. The Mayor, City Council, and City Manager were pleased with the process and outcomes of the two-year budget plan so, in February of 2012 they adopted a new two-year budget plan for fiscal year 2012-13 and fiscal year 2013-14. In March of 2014 the City Council adopted a balanced budget for fiscal year 2014-15 and a plan of action that will balance fiscal year 2015-16.

In August of each year, preliminary budget materials are distributed to departments to begin compilation of the revised budget estimates for the current fiscal year and recommended budget estimates for the upcoming fiscal year. Staffing levels, materials and equipment are essential to every City activity. As a result, budget preparation involves reviewing those resources to ensure the quantity of each necessary to maintain the existing level of services. New requests are evaluated to determine what they would accomplish and how necessary the accomplishments are in terms of adequately providing for the well-being, safety and development of the community. The request must also include a level of performance and measure that can be used to determine the progress being made towards the service goal. For services funded from the general fund, any new requests must have no negative financial impact. Thus, either a new revenue source must be identified or existing resources reallocated. Departmental requests for capital outlays are submitted to the Research and Budget Office in the Finance Department for review and possible inclusion in the preparation of the budget. Meetings are held between the Research and Budget staff and departments to review budget recommendations and discuss the effectiveness of existing or proposed programs. Particular attention is directed towards proposals to improve productivity and efficiency. From these discussions, the Research and Budget staff may modify their recommended appropriation levels and revenue estimates and staffing levels. Those programs expected to be fully or partially self-supporting are examined to ensure that they, in fact, achieved that status.

Starting in September the City Council holds regularly scheduled budget workshops with the City Manager and departments to review various financial forecasts and strategies and establish priorities for the coming year. These workshops are held until the budget is adopted in late February.

The City Manager, with assistance from the Research and Budget Office, reviews the departments' budget requests and revenue forecasts to ensure that current expenditures do not exceed current revenues. If there are sufficient resources available, the City Manager may include either an increase to an existing service(s) or a new service(s) that addresses the priorities established in the Council workshop process. The recommended budget is then presented to the City Council in January. Public hearings precede Council modifications and approval of the budget. Tax levies for the new fiscal year are certified to the State of Iowa by March 15.

GENERAL FUND – AVAILABLE FUND BALANCE

The City Council has established a goal to maintain a General Fund balance equal to approximately 10% of General Fund operating expenditures plus operating transfers out. The table below details the historical General Fund Balance available:

	2009	**2010**	**2011**	**2012**	**2013**
Available General Fund Balance	$9,522,706	$9,394,712	$13,554,759	$15,613,514	$17,057,774
General Fund Operating Expenditures	$134,529,654	$134,458,199	$135,664,207	$146,386,068	$150,587,947
Available General Fund Balance as a Percent of General Fund Expenditures	7.08%	6.99%	9.99%	10.67%	11.33%

EMPLOYEES AND PENSIONS

The City currently has 1,581 permanent full-time employees, 96 permanent part-time employees and 181 temporary employees. Of the City's 1,581 permanent full-time employees, 367 are police officers and 263 are full-time fire fighters. The following sections describe eight unions representing 1,458 City employees.

<u>Central Iowa Public Employees Council ("CIPEC")</u>: Employees from the Park and Recreation, Public Works, Aviation, and Engineering Departments. These employees' duties are construction, maintenance, and operations. The total number of employees covered by this bargaining unit is 440. The current contract expires June 30, 2015.

<u>American Federation of State, County, and Municipal Employees ("AFSCME")</u>: Employees from the Housing Services Department. These employees' duties are administration and maintenance. The total number of employees covered by this bargaining unit is 27. The current contract expires June 30, 2016.

<u>Municipal Employees Association ("MEA")</u>: Clerical and support staff throughout the City. The total number of employees covered by this bargaining unit is 348. The current contract expires June 30, 2015.

<u>Des Moines Association of Professional Fire Fighters, Local 4</u>: These employees are from the Fire Department and their responsibilities include fire suppression, emergency, and inspection. The total number of employees covered by this bargaining unit is 253. The current contract expires June 30, 2016.

<u>Des Moines Police Bargaining Unit Association</u>: These employees are from the Police Department and they are police officers and senior police officers. The total number of employees covered by this bargaining unit is 284. The current contract expires June 30, 2015.

<u>Professional Employees Lodge No. 254, Unit 10</u>: These employees are from the Des Moines Public Library and they include building equipment and maintenance workers, clerks, and couriers. The total number of employees covered by this bargaining unit is 28. Their contract expires June 30, 2015.

Professional Employees Lodge No. 254, Unit 11: These employees are from the Des Moines Public Library and they include professional librarians and library assistants. The total number of employees covered by this bargaining unit is 43. Their contract expires June 30, 2015.

Gold Braid Organization: Certain Police Captains, Lieutenants, and Sergeants in the Police Department established a union. The total number of employees covered is 35. The current contract expires June 30, 2015.

The City contributes to two employee retirement systems, the Iowa Public Employees' Retirement System ("IPERS") and the Municipal Fire and Police Retirement System of Iowa ("MFPRSI"). The State of Iowa administers IPERS and a nine-member board of trustees governs the MFPRSI. Though separate and apart from state government, the MFPRSI board is authorized by state legislature, which also establishes by statute the pension and disability benefits and the system's funding mechanism. All full-time employees must participate in either IPERS or MFPRSI.

Iowa Public Employees' Retirement System ("IPERS"): The City contributes to IPERS, which is a cost-sharing multiple-employer defined benefit pension plan administered by the State of Iowa. IPERS provides retirement and death benefits, which are established by state statute, to plan members and beneficiaries. IPERS is authorized to adjust the total contribution rate up or down each year, by no more than 1.0 percentage point, based upon the actuarially required contribution rate. Employees will pay 40 percent of the contribution rate and employers will pay 60 percent.

	FY 2010-11	FY 2011-12	FY 2012-13
IPERS City Contribution	$4,847,268	$5,605,331	$5,590,585

Municipal Fire and Police Retirement System of Iowa ("MFPRSI"): The City contributes to MFPRSI, which is a cost-sharing multiple-employer defined benefit pension plan. MFPRSI provides retirement, disability, and death benefits to plan members and beneficiaries. Benefit provisions are established by state statute, and vest after four years of credited service.

MFPRSI plan members are required to contribute a percentage of their annual covered salary, and the City is required to contribute at an actuarially determined rate of annual covered payroll. The contribution requirements of plan members and the City are established, and may be amended by state statute. The City contributed the required amount to MFPRSI for each year as follows:

	FY 2010-11	FY 2011-12	FY 2012-13
MFPRSI City Contribution	$8,772,090	$11,548,981	$11,874,300

Deferred Compensation: The City offers its employees a deferred compensation plan created in accordance with Internal Revenue Code, Section 457, and Section 401(a). The Section 457 plan, available to all City employees, and the Section 401(a) plan available only to the SPM employment group, permits them to defer a portion of their salary until future years. The deferred compensation is available to employees at termination, retirement, death, or unforeseeable emergency, loan or via in – services contributions at age 70 ½.

OTHER POST EMPLOYMENT BENEFITS

Post-Retirement Health and Dental Care Benefits: Post-retirement health and dental benefits are available to all full-time employees of the City who retire at the normal retirement age. The group health insurance plan provided to full time City employees allows retirees to continue medical coverage if such election is made within 30 days subsequent to retirement. Although retirees pay 100% of the "cost of coverage", the pre-age 65 group of retirees is grouped with the active employees when determining the cost of coverage. The computation creates a small implicit rate subsidy that would not exist if the cost of the coverage for this group (pre-age 65 retirees) was computed separately and paid 100% by that group. As of June 30, 2013, 195 retirees were covered under the city's current group health plan.

Beginning with the fiscal year that commenced on July 1, 2007, the City is required by the Government Accounting Standards Boards Statement No. 45 ("GASB 45"), Accounting by Employers for Other Postemployment Benefits ("OPEB"), to report an actuarially determined cost of post-employment benefits, other than pension, such as health and life insurance for current and future retirees. The City contracted for an actuarial determination of the City's implicit liability under GASB 45, which computed the City's Actuarial Accrued Liability ("AAL") at $15.9 million as of July 1, 2011. The City's Annual Required Contribution ("ARC") for FY 2013 was at $1.72 million with an offsetting pay-as-you-go funding of $781,005 and a Net OPEB Obligation ("NOO") of $5.065 million. This liability was allocated across all appropriate funds. There has been single digit health premium increases, reduction in authorized permanent employees and no substantial change in the health plan design. Therefore, the City's AAL for June 30, 2014 and thereafter should be somewhat stable over time.

For further information, please refer to Note 15 of the City's June 30, 2013 Comprehensive Annual Financial Report included as Appendix B to this Official Statement.

RISK MANAGEMENT

Risk management information is collected on the City's loss experience and efforts are directed at maintaining a comprehensive risk management program. The program identifies exposures, educates employees and management about the risks, and implements risk reduction and control programs. The risk identification and control efforts, as well as the educational process, are ongoing. Property insurance for the City is provided by Travelers Property Casualty Insurance Company in the aggregate amount of $250,000,000 with loss of business income and extra expense coverage of up to $9,000,000. Excess liability coverage is maintained through Star Indemnity & Liability Company in the amount of $10,000,000 per occurrence, with a $2,000,000 self-insured retention. For certain enterprise fund operations (including Storm Water), automobile liability insurance is maintained through St. Paul Travelers Insurance Company with a per occurrence limit of $2,000,000 with a $5,000 deductible. This covers the excess liability self-insured retention. Workers compensation insurance is maintained through Safety National Casualty Corporation at statutory limits with a $1,000,000 self-insured retention.

Chapter 384 of the Code of Iowa provides that a city may establish a Debt Service Fund, and shall certify taxes to be levied for the Debt Service Fund in the amount necessary to pay judgments against the City, except those authorized by State law to be paid from other funds. As a result, the City self-insures the first $2 million per occurrence of liability on its General Fund operations, and is able to provide this coverage through its taxing process.

The City's tort liability claims and related administration expenses are accounted for in the General Fund Tort Account. Health benefit claims and related administration expenses are accounted for in an internal service fund. The current portion of workers' compensation claims is recorded in the same fund as the recipient's payroll. The City has excess or stop-loss coverage as follow:

	Losses in excess of	
	Per Incident	Per Year
Workers' Compensation	$1,000,000	Up to Statutory Limits
Tort Liability	$2,000,000	Variable

There have been only three instances in which a claim has exceeded the City's self-insured retention. Liabilities are reported when it is probable that a loss will occur, and the amount of the loss can be reasonably estimated. Claim liabilities are calculated considering recent claim settlement trends, including frequency and amount of payouts and other economic and social factors.

GENERAL INFORMATION

LOCATION AND TRANSPORTATION

The City is located near the center of Iowa and serves as the state of Iowa's (the "State") capital. The City also serves as the political, economic, and cultural capital of the State. The City is a center of insurance, printing, retail and wholesale trade as well as industry, providing a diverse economic base. Highways serving the area include Interstates 35, 235 and 80. In addition to rail service and motor carrier transportation, air travel is available through the Des Moines International Airport located just south of downtown Des Moines.

GENERAL SERVICES AND ATTRACTIONS

The City provides its citizens a full range of services including the municipal functions of police and fire protection; sanitation services; park and recreational programs and activities; construction and maintenance of infrastructure, including streets, roads and bridges; enforcement of building code regulations; traffic control and parking; housing and other community improvements and social services; economic development; and six libraries. Operation and maintenance of an international airport is performed by Airport Authority under I.C. Chapter 330A pursuant to long term lease.

The City currently maintains 70 parks, covering approximately 3,210 acres, 5 cemeteries, and road medians and boulevards. Recreation facilities include playgrounds, tennis courts, softball and soccer complexes, bike trails, swimming pools, community centers and three golf courses. The City also owns the Principal Park baseball stadium (formerly Sec Taylor Stadium), which serves the Iowa Cubs AAA baseball team.

Municipal water, sanitary sewer and storm sewer services are provided to essentially all developed areas of the City. The Des Moines Water Works is under the direction of a five-member Board of Trustees, which oversees the management and operation of Des Moines Water Works including setting water rates. The Water Works Trustees are appointed by the Mayor, subject to the approval of the City Council, and serve six-year terms. The Des Moines Water Works utilizes water from the Raccoon River and the Des Moines River as its primary sources for water supply. Also, the Water Works owns the 1.5 billion-gallon Maffitt Reservoir and 5 billion gallons of storage capacity in the Saylorville Reservoir, which may be used to release water into the rivers at periods of low-river flow. The Water Works distribution system consists of over 1,000 miles of pipe, with two standpipes, an elevated storage tank and a ground storage tank providing total storage capacity of approximately 15 million gallons.

The City, as Operating Contractor to the Des Moines Metropolitan Wastewater Reclamation Authority ("WRA"), is responsible for the design, construction, and operation of wastewater reclamation facility, conveyance and flow equalization facilities. The WRA, which includes the City, twelve surrounding communities, two counties and three sanitary sewer districts, was formed to implement wastewater conveyance and treatment facilities improvements mandated by federal law. Each WRA participant institutes user charges to cover the cost of operation of WRA facilities as well as debt payments related to the construction of improvements.

MAJOR EMPLOYERS

A representative list of larger employers in the Des Moines Metropolitan Area is as follows:

Employer	Type of Business	Approximate Number of Employees
Wells Fargo	Financial Services	13,500 [1)]
State of Iowa	State Government	8,800 [2)]
Mercy Hospital Medical Center	Healthcare (Hospitals and Clinics)	7,100
Principal Financial Group	Insurance	6,131
UnityPoint Health [3)]	Healthcare	5,505
Nationwide/Allied Insurance	Insurance	5,000
Des Moines Public Schools	Education	4,642
John Deere Companies	Farm Equipment & Consumer Financial Services	3,100 [4)]
DuPont Pioneer	Seed Manufacturing	2,849
Hy-Vee Food Stores	Retail Food Stores	2,100
YMCA of Greater Des Moines	Non-profit Youth Development & Fitness Centers	1,868
City of Des Moines	Government	1,858 [5)]
Kum & Go	Convenience Store Chain	1,820
Marsh	Insurance	1,800
Bridgestone Americas Tire [6)]	Tire Manufacturer	1,600
United Parcel Service (UPS)	Package Shipping	1,600
Wellmark Inc.	Insurance Provider	1,550
HP Enterprise Services	Global Technology Services	1,500
Casey’s General Store, Inc.	Retail General Store	1,400
EMC Insurance Companies	Insurance	1,126
Polk County	County Government	1,120
Prairie Meadows	Entertainment Facility	1,003
Meredith Corporation	Publishing	1,000
FBL Financial Services, Inc.	Financial Services	955
CDS Global	Magazine & Direct Marketing Services	950
Athene Holdings Ltd. [7)]	Financial Services	950
MidAmerican Energy Company	Utility	929
Dahl’s Foods	Retail Food Stores	900
Drake University	Higher Education	900
American Enterprise Mutual Holding	Insurance	900

1) Includes both Wells Fargo Banks and Wells Fargo Financial.
2) Total is for the Greater Des Moines metropolitan statistical area which includes Dallas, Guthrie, Madison, Polk and Warren counties.
3) Formerly Iowa Health System.
4) Includes both John Deere Des Moines Works and John Deere Credit Company.
5) Includes full-time, part-time and seasonal employees.
6) Formerly Firestone International.
7) Formerly Aviva USA

Source: The Greater Des Moines Partnership as of June 2013. The list is updated frequently as changes are identified and is not to be construed as a complete profile.

RETAIL SALES AND BUYING INCOME

The following table lists the City's total effective buying income ("EBI"), median household EBI, total retail sales and per household retail sales for the survey years 2009 through 2013.

Survey Year	Total EBI ($000)	Median Household EBI	Total Retail Sales ($000)	Retail Sales Per Household
2009	$3,508,283	$35,624	$2,424,234	$27,707
2010	3,582,582	36,476	2,281,796	28,229
2011	3,496,025	34,502	2,527,017	30,887
2012	3,501,377	34,529	2,323,964	28,362
2013	3,835,865	35,598	3,437,869	40,969

Note: The Iowa median household EBI for 2013 was $39,920.

	2013 Effective Buying Income Groups		
	Less than $15,000-$34,999	$35,000-$74,999	$75,000 and Over
City	49.2%	37.4%	13.4%
Polk County	37.8%	39.4%	22.8%
Warren County	31.9%	42.6%	25.5%
State of Iowa	43.6%	39.3%	17.1%

Source: Claritas, Inc. 2013 report.

AVERAGE ANNUAL LABOR FORCE DATA

	Total Civilian Labor Force		Unemployment Rate	
	Des Moines Metro Area	State of Iowa	Des Moines Metro Area	State of Iowa
2010	316,300	1,671,000	6.2%	6.3%
2011	314,300	1,665,900	5.9%	5.8%
2012	316,500	1,662,900	5.2%	5.2%
2013	323,300	1,671,300	4.6%	4.6%
2014 (through April)	330,200	1,687,000	4.7%	4.4%

Source: Iowa Workforce Development

CITY BUILDING PERMITS

City officials report the following construction activity as of June 30, 2014. Permits for the City are reported on a fiscal year basis.

	FY 09-10	FY 10-11	FY 11-12	FY 12-13	FY 13-14
Single Family Homes:					
No. of new homes:	120	103	112	104	141
Valuation:	$23,936,127	$19,419,500	$21,699,297	$19,255,306	$27,519,594
Multiple Family Dwellings:					
No. of new buildings:	6	38	42	66	36
Valuation:	$24,223,931	$39,870,702	$21,949,714	$33,263,332	$63,197,407
Residential Homes - Additions & Alterations:					
No. of permits issued:	1,510	1,335	1,901	1,732	1,839
Valuation:	$48,383,656	$29,955,413	$54,006,600	$68,187,520	$53,981,434
Commercial/Industrial/Other:					
No. of new buildings/additions:	77	102	93	148	114
Valuation:	$84,515,041	$81,287,882	$94,217,853	$98,353,689	$95,867,389
Commercial/Industrial/Other: Remodels & Alterations:					
No. of permits:	272	304	370	373	305
Valuation:	$69,014,813	$114,950,777	$72,989,311	$71,131,713	$127,859,195
Demolitions:					
No. of permits:	239	184	226	200	159
Valuation:	$0	$0	$0	$0	$0
Total Permits:	2,224	2,066	2,744	2,623	2,594
Total Valuations:	$250,073,568	$285,484,274	$264,862,775	$290,191,560	$368,425,019

U.S. CENSUS DATA

City Population

1970 U.S. Census	201,404
1980 U.S. Census	191,007
1990 U.S. Census	193,189
2000 U.S. Census	198,682
2010 U.S. Census	203,433
2010 U.S. Census (Corrected)	204,220 [1)]

1) The City's 2010 population was corrected by the U.S. Census Bureau as of March 27, 2014.

Source: U.S. Census Bureau website.

EDUCATION

The Des Moines Independent Community School District provides education in the City. The District has had the following certified enrollment for the last five school years. Listed below is also the projected enrollment for school year 2014-15.

School Year	Total Enrollment
2010-11	30,954
2011-12	30,975
2012-13	31,546
2013-14	32,062
2014-15	32,413

A small portion of the Des Moines residents are served by five other community school districts. Those districts are Carlisle, Johnston, Saydel, Southeast Polk and West Des Moines Community School Districts. Higher educational facilities serving the Des Moines area include the four-year private institutions of Drake University, Des Moines University (formerly University of Osteopathic Medicine and Health Services) and Grand View College. Two-year degree programs are offered at Des Moines Area Community College, American Institute of Business (AIB) and Hamilton College.

FINANCIAL SERVICES

Residents of the Des Moines metropolitan area are serviced by numerous regional banking institutions. Collective total deposits for banks located within Polk County as of December 31, 2013 exceeding $6.9 billion. Total deposits as of December 31, 2013 for a sampling of banks headquartered within the Des Moines metropolitan area are listed as follows:

Bank	Deposits
Bankers Trust Company, N.A.	$2,350,444,000
Principal Bank	1,949,757,000
West Bank	1,170,547,000

Source: Federal Deposit Insurance Corporation (FDIC) web site.

FINANCIAL STATEMENTS

The City's June 30, 2013 Comprehensive Annual Financial Report as prepared by a certified public accountant is reproduced as APPENDIX B. The City's certified public accountant has not consented to distribution of the Comprehensive Annual Financial Report and has not undertaken added review of their presentation. Further information regarding financial performance and copies of the City's prior Comprehensive Annual Financial Reports may be obtained from the City's Municipal Advisor, Public Financial Management, Inc.

APPENDIX A

FORM OF LEGAL OPINION

APPENDIX B

JUNE 30, 2013 COMPREHENSIVE ANNUAL FINANCIAL REPORT

APPENDIX C

FORM OF CONTINUING DISCLOSURE CERTIFICATE

OFFICIAL BID FORM

TO: City Council of City of Des Moines, Iowa	Sale Date: August 20, 2014 10:00 o'clock A.M., Central Time

RE: $30,125,000* General Obligation Refunding Capital Loan Notes, Series 2014E (the "Notes")

For all or none of the above Notes, in accordance with the TERMS OF OFFERING, we will pay you $_____________________________ (not less than $29,823,750) plus accrued interest to date of delivery for fully registered Notes bearing interest rates and maturing in the stated years as follows:

Coupon	Maturity	Reoffering	Coupon	Maturity	Reoffering
	2016			2022	
	2017			2023	
	2018			2024	
	2019			2025	
	2020			2026	
	2021			2027	

* Preliminary; subject to change. The aggregate principal amount of the Notes, and each scheduled maturity thereof, are subject to increase or reduction by the City of its designees after the determination of the successful bidder. The City may increase or decrease each maturity in increments of $5,000 but the total amount to be issued will not exceed $32,000,000. Interest rates specified by the successful bidder for each maturity will not change. Final adjustments shall be in the sole discretion of the City.

The dollar amount of the purchase price proposed by the successful bidder will be changed if the aggregate principal amount of the Notes is adjusted as described above. Any change in the principal amount of any maturity of the Notes will be made while maintaining, as closely as possible, the successful bidder's net compensation, calculated as a percentage of note principal. The successful bidder may not withdraw or modify its bid as a result of any post-bid adjustment. Any adjustment shall be conclusive, and shall be binding upon the successful bidder.

We hereby designate that the following Notes to be aggregated into term Notes maturing on June 1 of the following years and in the following amounts (leave blank if no term Notes are specified):

Years Aggregated	Maturity Year	Aggregate Amount
_______ through _______		
_______ through _______		
_______ through _______		
_______ through _______		

In making this offer we accept all of the terms and conditions of the and TERMS OF OFFERING published in the Preliminary Official Statement dated July 30, 2014. In the event of failure to deliver these Notes in accordance with the TERMS OF OFFERING as printed in the Preliminary Official Statement and made a part hereof, we reserve the right to withdraw our offer, whereupon the deposit accompanying it will be immediately returned. All blank spaces of this offer are intentional and are not to be construed as an omission.

Not as a part of our offer, the above quoted prices being controlling, but only as an aid for the verification of the offer, we have made the following computations:

NET INTEREST COST: $_________________________

TRUE INTEREST COST: _________________________% (Calculated to the dated date of September 30, 2014)

Account Manager: ___________________________________By: ___________________________________

Account Members:

____

The foregoing offer is hereby accepted by and on behalf of the City Council of the City of Des Moines, Iowa this 20th day of August, 2014.

Attest: _________________________________ By: ____

Title: __________________________________ Title: ______________________________________