



Date January 8, 2018

RESOLUTION DIRECTING THE ADVERTISEMENT FOR SALE OF \$49,265,000 (DOLLAR AMOUNT SUBJECT TO CHANGE) GENERAL OBLIGATION REFUNDING CAPITAL LOAN NOTES, SERIES 2018A, AND APPROVING ELECTRONIC BIDDING PROCEDURES AND OFFICIAL STATEMENT

WHEREAS, the Issuer is in need of funds to pay costs of settlement, adjustment, renewing, or extension of any part or all of the legal indebtedness of a city, whether evidenced by bonds, warrants, or judgments, or the funding or refunding of the same, whether or not such indebtedness was created for a purpose for which general obligation bonds might have been issued in the original instance, essential corporate purposes, and it is deemed necessary and advisable that General Obligation Refunding Capital Loan Notes, to the amount of not to exceed \$95,000,000 be authorized for said purposes; and

WHEREAS, pursuant to notice published as required by Sections 384.24A and 384.25 of the Code of Iowa, this Council has held a public meeting and hearing upon the proposal to institute proceedings for the issuance of the Notes, and the Council is therefore now authorized to proceed with the issuance of said Notes for such purposes; and

WHEREAS, in conjunction with its Municipal Advisor, PFM Financial Advisors LLC, the City has caused a Preliminary Official Statement to be prepared outlining the details of the proposed sale of the Notes; and

WHEREAS, the Council has received information from its Municipal Advisor evaluating and recommending the procedure hereinafter described for electronic and internet bidding to maintain the integrity and security and to facilitate the delivery of proposals by interested parties; and

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

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

Section 1. That the receipt of electronic bids through the Parity Competitive Bidding System described in the Official Statement are hereby found and determined to provide reasonable security and to maintain the integrity of the competitive bidding process, and to facilitate the delivery of bids by interested parties in connection with the offering.



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Section 2. That General Obligation Refunding Capital Loan Notes, Series 2018A, of City of Des Moines, State of Iowa, in the amount of \$49,265,000 (dollar amount subject to change), to be issued as referred to in the preamble of this Resolution, to be dated March 5, 2018, be offered for sale.

Section 3. That the preliminary Official Statement in the form presented to this meeting be and the same hereby is approved as to form and deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission, subject to such revisions, corrections or modifications as the Mayor and City Clerk, upon the advice of bond counsel and the City's Municipal Advisor, shall determine to be appropriate, and is authorized to be distributed in connection with the offering of the Notes for sale.

Section 4. Bids for the sale of Notes of the City of Des Moines, State of Iowa, hereafter described, must be received at the office of the Finance Director, 400 East Court Avenue, Des Moines, Iowa (the "Issuer") before 10:00 A.M., on the 24th day of January, 2018. The bids will then be publicly opened and referred for action to the meeting of the City Council as stated below.

The Notes to be offered are the following:

GENERAL OBLIGATION REFUNDING CAPITAL LOAN NOTES,  
SERIES 2018A, in the amount of \$49,265,000\*, to be dated the date of  
delivery (the "Notes").

\*Subject to principal adjustment pursuant to the official Terms of  
Offering.

Section 5. Open bids will not be received. Bids will be received in any of the following methods:

- Sealed Bidding: Sealed bids may be submitted and will be received at the office of the Finance Director at 400 East Court Avenue, Des Moines, Iowa, 50309.
- Electronic Internet Bidding: Electronic internet bids will be received at the office of the Finance Director at 400 East Court Avenue, Des Moines, Iowa and/or the City's Municipal Advisor, PFM Financial Advisors LLC, 801 Grand Avenue, Suite 3300, Des Moines, Iowa. The bids must be submitted through the PARITY® competitive bidding system.



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Section 6. After the time for receipt of bids has passed, the close of sealed bids will be announced. Sealed bids will then be publicly opened and announced. Finally, electronic internet bids will be accessed and announced.

Section 7. The sale and award of the Notes will be held at the Mac Rae Room, Municipal Services Center, 1551 E. M.L. King Jr. Pkwy., Des Moines, Iowa at a meeting of the City Council on the above date at 4:30 P.M.

Section 8. The Issuer has issued an Official Statement of information pertaining to the Notes to be offered, including a statement of the Terms of Offering and an Official Bid Form. The Official Statement may be obtained by request addressed to the City Clerk, 400 East Court Avenue, Des Moines, Iowa 50309; Telephone: 515-283-4500 or the Issuer's Municipal Advisor, PFM Financial Advisors LLC, 801 Grand Avenue, Suite 3300, Des Moines, Iowa, 50309; Telephone: 515-243-2600.

Section 9. All bids shall be in conformity with and the sale shall be in accordance with the Terms of Offering as set forth in the Official Statement.

Section 10. The Notes will be sold subject to the opinion of Ahlers & Cooney, P.C., Attorneys of Des Moines, Iowa, as to the legality and their opinion will be furnished together with the printed Notes without cost to the purchaser and all bids will be so conditioned. Except to the extent necessary to issue their opinion as to the legality of the Notes, the attorneys will not examine or review or express any opinion with respect to the accuracy or completeness of documents, materials or statements made or furnished in connection with the sale, issuance or marketing of the Notes.

Section 11. The right is reserved to reject any or all bids, and to waive any irregularities as deemed to be in the best interests of the public.



Roll Call Number

Agenda Item Number

38

Date January 8, 2018

(Council Communication No. 18- 001 )

MOVED by \_\_\_\_\_ to adopt.

FORM APPROVED:

Lawrence McDowell
Deputy City Attorney

Table with 5 columns: COUNCIL ACTION, YEAS, NAYS, PASS, ABSENT. Rows include COWNIE, COLEMAN, GATTO, GRAY, WESTERGAARD, BOESEN, MANDELBAUM, and TOTAL.

MOTION CARRIED APPROVED

Mayor

CERTIFICATE

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

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

City Clerk



*D. Rauh*  
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Ahlers & Cooney, P.C.  
Attorneys at Law  
100 Court Avenue, Suite 600  
Des Moines, Iowa 50309-2231  
Phone: 515-243-7611  
Fax: 515-243-2149  
www.ahlerslaw.com  
R. Mark Cory  
515.246.0378  
rcory@ahlerslaw.com

January 2, 2018

Via Hand Delivery

Robert L. Fagen  
Finance Director  
City of Des Moines  
400 East Court Avenue  
Des Moines, Iowa 50309

RE: City of Des Moines, Iowa  
- General Obligation Refunding Capital Loan Notes, Series 2018A

Dear Mr. Fagen:

With this letter I am enclosing a suggested Roll Call to approve the preparation and distribution of a Preliminary Official Statement to be used in connection with sale of the above series of General Obligation Capital Loan Notes, setting the date of Note sale, and approving electronic bidding procedures. The Roll Call has been prepared on the assumption that it will be considered at the January 8, 2018, meeting of the Council. It is my understanding that bids will be received at 10:00 a.m. on January 24<sup>th</sup> and considered by the Council at a meeting to be held at 4:30 p.m. on that date.

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

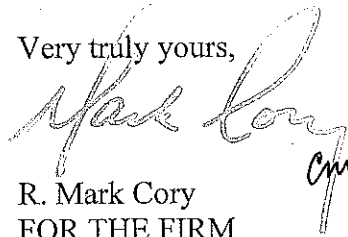
As you know, Rule 15c2-12 of the Commission requires prospective purchasers of the Notes to obtain and review an official statement that has been "deemed final" by the City prior to submitting a bid to purchase the Notes. For this purpose, the official statement may omit certain information that is dependent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

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

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

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

Very truly yours,

A handwritten signature in cursive script that reads "Mark Cory". To the right of the signature, there is a small, stylized monogram or initials "Cm".

R. Mark Cory  
FOR THE FIRM

RMC:esm

Enclosures

cc: Diane Rauh (w/original Roll Call)  
Larry McDowell  
Scott Sanders  
Jon Burmeister

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