



**Roll Call Number**

25-1645

**Agenda Item Number**

53-ICA

**Date** December 8, 2025

**RESOLUTION AUTHORIZING THE APPROVAL AND EXECUTION OF AND DELIVERY OF THE THIRD AMENDED AND RESTATED AGREEMENT FOR THE DES MOINES METROPOLITAN WASTEWATER RECLAMATION AUTHORITY, CONSENTING TO THE ISSUANCE OF BONDS BY THE BOARD OF THE DES MOINES METROPOLITAN WASTEWATER RECLAMATION AUTHORITY FOR THE PURPOSE OF CONSTRUCTING IMPROVEMENTS UNDER THE TERMS OF SAID AGREEMENT, AND RELATED MATTERS**

**WHEREAS**, the Cities of Altoona, Ankeny, Bondurant, Clive, Cumming, Des Moines, Grimes, Johnston, Norwalk, Pleasant Hill, Polk City, Waukee, and West Des Moines, and Polk County, Warren County, the Greenfield Plaza/Hills of Coventry Sanitary District, the Urbandale Sanitary Sewer District and the Urbandale-Windsor Heights Sanitary District (together, the “Participating Communities”) are parties to the Second Amended and Restated Agreement for the Des Moines Metropolitan Wastewater Reclamation Authority (“WRA”), filed with the Secretary of State on June 11, 2014, as amended by the Grimes Supplemental Participation Agreement, effective July 1, 2022, as filed with the Iowa Secretary of State pursuant to Chapter 28E and Chapter 28F of the Iowa Code as agreement M512584 (the “Second Amended and Restated WRA Agreement, as Amended”); and

**WHEREAS**, the Des Moines Metropolitan Wastewater Reclamation Authority is an Iowa Code Chapters 28E/28F entity established and operating under the Second Amended and Restated WRA Agreement, as Amended, with the City of Des Moines serving as its Operating Contractor under the Initial Operating Contract established thereunder; and

**WHEREAS**, the WRA Board established an Organizational Assessment Committee for purposes of developing proposed amendments to the Second Amended and Restated WRA Agreement, as Amended, and proposed amendments to the Initial Operating Contract; and

**WHEREAS**, the Organization Assessment Committee, with the assistance of counsel retained by the WRA, and in consultation with the City of Des Moines, as Operating Contractor, have prepared a Third Amended and Restated Agreement for the Des Moines Metropolitan Wastewater Reclamation Authority under Chapter 28E and Chapter 28F, Iowa Code (the “Third Amended and Restated WRA Agreement”) as well as an Amended and Restated Operating Contract that extends and modifies the Initial Operating Contract currently in effect (the “Amended and Restated Operating Contract”); and

**WHEREAS**, on October 21, 2025, the WRA Board approved the receipt and filing of preliminary draft forms of the Third Amended and Restated WRA Agreement and the Amended and Restated Operating Contract; and

**WHEREAS**, the Third Amended and Restated WRA Agreement and the Amended and Restated Operating Contract are each intended to be contingent upon the adoption of the other, with a first step being WRA Board approval of the form of the proposed Third Amended and Restated WRA Agreement and the submission thereof to the governing bodies of the parties thereto for consideration and approval; and



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**WHEREAS**, a proposed final form of the Third Amended and Restated WRA Agreement, a copy of which is attached hereto, was approved by the WRA Board on November 14, 2025 as to form and for submission to the Participating Communities and the Associate Community named therein for their review and approval; and

**WHEREAS**, the City Council of the City of Des Moines, Iowa has reviewed the Third Amended and Restated WRA Agreement and the exhibits thereto and has determined that the approval of the same is in the best interests of the City of Des Moines, Iowa and the residents thereof, and that the City Council of the City of Des Moines, Iowa should evidence its approval and ratification, and consent to the issuance of Bonds as provided in the Third Amended and Restated WRA Agreement.

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

Section 1. Definitions. All capitalized terms used in this resolution shall have the meanings given to them in the Third Amended and Restated WRA Agreement.

Section 2. Approval of Third Amended and Restated WRA Agreement. The form and content of the Third Amended and Restated WRA Agreement, in substantially the form attached hereto subject to such clerical edits or corrections as may be necessary to complete the same, is in all respects authorized, confirmed and approved, and the Mayor and City Clerk are hereby authorized, empowered and directed to execute, attest, seal and deliver the Agreement for and on behalf of the City of Des Moines, Iowa, and that from and after the execution and delivery of the Third Amended and Restated WRA Agreement, the foregoing officials are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Agreement, including any such certificates or documents as may be necessary or desirable in order to further evidence the authorization of the City of Des Moines, Iowa, with respect to approval of the Agreement, and issuance of any Bonds or Refunding Bonds as provided in the Third Amended and Restated WRA Agreement. The approvals set forth in this Section are subject to and conditional and effective only upon the WRA Board and the City Council of the City of Des Moines approving an Amended and Restated Operating Contract in form acceptable to the City by December 31, 2025.

Section 3. Consent to Issuance of Bonds. The City of Des Moines, Iowa hereby consents to and authorizes the Board, pursuant to Section 28F.3 of the Code of Iowa, as amended, (the "Code"), to issue Bonds as and to the extent described in Article XIII of the Third Amended and Restated WRA Agreement, for the purposes of acquiring and constructing the Improvements contemplated by the Third Amended and Restated WRA Agreement. The City of Des Moines, Iowa consents to and agrees that such Bonds may be issued and sold by the WRA Board in multiple series, at such times and from time to time over a period of years, in such amounts, to such purchasers and for such purposes, by either public or private sale, at fixed or variable rates of interest as shall be prevailing at the time of issuance of the Bonds, but which shall not exceed 15% in any event, with such covenants and terms and in such form and manner as the WRA Board shall determine to be appropriate, in its sole discretion, and in accordance with the Bond Offering Schedule



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attached as Exhibit 100 to the Third Amended and Restated WRA Agreement and subject to Section 5 of this Resolution. The City of Des Moines, Iowa further consents to and authorizes the WRA Board to adjust the principal amount or time of offering of any of the Bonds from the amounts and times set forth in said Exhibit 100 at the time of the sale and issuance of any series of the Bonds in order to respond to changes in the costs, schedule or sequence of construction of the Improvements contemplated by the Third Amended and Restated WRA Agreement, or to market conditions then prevailing, or to otherwise complete the sale on terms deemed advantageous by the Board under the circumstances then and there existing, so long as such modified terms are approved by the WRA Board at the time of sale of the Bonds. Notwithstanding the foregoing grant of discretion to the WRA Board, all Bonds authorized and issued by the WRA Board under the Third Amended and Restated WRA Agreement shall be scheduled to mature so that the aggregate principal amount of all Bonds outstanding on June 30 of each year during the term of the Third Amended and Restated WRA Agreement does not exceed \$975,000,000.

Section 4. Consent to Issuance of Refunding Bonds. In addition to the Bonds authorized in Section 3 hereof, the City of Des Moines, Iowa hereby consents to and authorizes the WRA Board, pursuant to Section 28F.10 of the Code, to issue Refunding Bonds for the purpose of refunding or refinancing any of the Bonds during the term of the Third Amended and Restated WRA Agreement. Such Refunding Bonds may be issued and sold by the Board in multiple series, at such times and from time to time over a period of years, in such amounts, to such purchasers by either public or private sale, at such rates of interest as shall be prevailing at the time of issuance of the Refunding Bonds, but which shall not exceed 15% in any event, with such covenants and terms and for the purpose of refunding or refinancing such series of Bonds as the Board shall determine to be appropriate.

Section 5. Not General Obligations. The principal of and interest on all Bonds and Refunding Bonds issued under the Third Amended and Restated WRA Agreement shall be payable solely from and secured by the Pledged Revenues of the WRA System facilities (as defined in the Third Amended and Restated Agreement) and from other funds of the WRA lawfully available therefore as provided in Section 28F.5 of the Code, or other applicable provisions of law, and the Bonds and Refunding Bonds shall not in any respect be general obligations of the City of Des Moines, Iowa.

Section 6. Allocations of Debt Service. Following the issuance of the Bonds and Refunding Bonds and for so long as any of the Bonds and Refunding Bonds remain outstanding, the Debt Service thereon shall be allocated to the Participating Communities in accordance with Articles IX, XI and XII of the Third Amended and Restated WRA Agreement, and the City of Des Moines, Iowa agrees to pay its allocated share of such Debt Service to the WRA at the times set forth in the Third Amended and Restated WRA Agreement.

Section 7. Restriction on Withdrawal. The City of Des Moines, Iowa further agrees that it may not withdraw or in any way terminate, amend or modify in any way its obligations under the Third Amended and Restated WRA Agreement to the detriment of the holders of the Bonds and Refunding Bonds while any of the Bonds and Refunding Bonds are outstanding and unpaid, and the provisions of Section 28F.3 of the Code with respect thereto are hereby approved and accepted.



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Section 8. Certification. A certified copy of this resolution and the executed signature page to the Third Amended and Restated Agreement shall be promptly provided to the Secretary of the Des Moines Metropolitan Wastewater Reclamation Authority for recording and filing as contemplated in the Agreement and Iowa Code.

Exhibit 1: Certification

Moved by Gatto to adopt.

Second by Voss.

APPROVED AS TO FORM:

/s/ Jeffrey D. Lester

Jeffrey D. Lester, City Attorney

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
BOESEN	✓			
COLEMAN	✓			
GATTO	✓			
MANDELBAUM	✓			
SIMONSON	✓			
VOSS	✓			
WESTERGAARD	✓			
TOTAL	7			

MOTION CARRIED

APPROVED

Connie Boesen

Mayor

#### CERTIFICATE

I, Laura Baumgartner, 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.

Laura Baumgartner

City Clerk