

MINUTES FOR HEARINGS ON LOAN AGREEMENTS AND TO COMBINE LOAN AGREEMENTS AND AUTHORIZING OFFICIAL STATEMENT FOR BONDS

443891-46

Norwalk, Iowa

May 19, 2016

The City Council of the City of Norwalk, Iowa, met on May 19, 2016, at 6:00 p.m., at the City Hall, Norwalk, Iowa.

The meeting was called to order by the Mayor, and the roll being called, the following named Council Members were present and absent:

Present: _____

Absent: _____.

This being the time and place specified for taking action on the proposal to enter into a General Obligation Refunding Loan Agreement and to borrow money thereunder in a principal amount not to exceed \$8,845,000, the City Clerk announced that no written objections had been placed on file. Whereupon, the Mayor called for any written or oral objections, and there being none, the Mayor declared the public hearing closed

This also being the time and place specified for taking action on the proposal to enter into a General Obligation Swimming Pool Loan Agreement and to borrow money thereunder in a principal amount not to exceed \$700,000, the City Clerk announced that no petition had been filed asking that the question of entering into said Loan Agreement be submitted to the registered voters of the City, and that the City Council may proceed with the authorization of the loan agreement. Whereupon, the Mayor called for any written or oral objections, and there being none, the Mayor closed the public hearing.

After due consideration and discussion, Council Member _____ introduced the resolution next hereinafter set out and moved its adoption, seconded by Council Member _____. The Mayor put the question upon the adoption of said resolution, and the roll being called, the following Council Members voted:

Ayes: _____

Nays: _____.

Whereupon, the Mayor declared the resolution duly adopted as hereinafter set out.

RESOLUTION NO. _____

Resolution taking additional action to enter into General Obligation Loan Agreements, combining Loan Agreements and authorizing the use of a preliminary official statement for the sale of Bonds

WHEREAS, the City of Norwalk (the "City"), in Warren County, State of Iowa, previously issued its \$780,000 General Obligation Corporate Purpose Bonds, Series 2008A, dated October 15, 2008 (the "2008A Bonds"), a portion of which currently remains outstanding maturing on such dates and in such amounts and bearing interest at such rates as follows as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2016	\$95,000	3.70%
2017	\$95,000	3.75%
2018	\$100,000	3.85%

;and

WHEREAS, pursuant to the resolution (the "2008A Bond Resolution") authorizing the issuance of the 2008A Bonds, the City reserved the right to call the portion of the 2008A Bonds maturing in the years 2017 and 2018 (the "Callable 2008A Bonds"), inclusive, for early redemption on any date on or after June 1, 2016, subject to the provisions of the 2008A Bond Resolution; and

WHEREAS, the City also previously issued its \$4,685,000 General Obligation Urban Renewal Bonds, Series 2010A, dated August 25, 2010 (the "2010A Bonds"), a portion of which currently remains outstanding maturing on such dates and in such amounts and bearing interest at such rates as follows as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2016	\$190,000	2.00%	2024	\$260,000	3.25%
2017	\$200,000	2.00%	2025	\$270,000	3.40%
2018	\$205,000	2.20%	2026	\$285,000	3.50%
2019	\$210,000	2.40%	2027	\$295,000	3.60%
2020	\$220,000	2.60%	2028	\$310,000	3.75%
2021	\$230,000	2.75%	2029	\$325,000	3.90%
2022	\$240,000	3.00%	2030	\$340,000	4.00%
2023	\$250,000	3.10%			

;and

WHEREAS, pursuant to the resolution (the "2010A Bond Resolution") authorizing the issuance of the 2010A Bonds, the City reserved the right to call the portion of the 2010A Bonds

maturing in the years 2018 through 2030 (the “Callable 2010A Bonds”), inclusive, for early redemption on any date on or after June 1, 2017, subject to the provisions of the 2010A Bond Resolution; and

WHEREAS, the City also previously issued its \$5,320,000 General Obligation Corporate Purpose Bonds, Series 2010B, dated August 25, 2010 (the “2010B Bonds”), a portion of which currently remains outstanding maturing on such dates and in such amounts and bearing interest at such rates as follows as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2016	\$305,000	3.00%	2024	\$270,000	3.75%
2017	\$315,000	3.00%	2025	\$280,000	3.75%
2018	\$210,000	3.00%	2026	\$295,000	4.00%
2019	\$220,000	3.00%	2027	\$305,000	4.00%
2020	\$230,000	3.00%	2028	\$320,000	4.00%
2021	\$235,000	3.25%	2029	\$335,000	4.00%
2022	\$245,000	3.50%	2030	\$350,000	4.00%
2023	\$255,000	3.50%			

;and

WHEREAS, pursuant to the resolution (the “2010B Bond Resolution”) authorizing the issuance of the 2010B Bonds, the City reserved the right to call the portion of the 2010B Bonds maturing in the years 2018 through 2030 (the “Callable 2010B Bonds”), inclusive, for early redemption on any date on or after June 1, 2017, subject to the provisions of the 2010B Bond Resolution; and

WHEREAS, the City also previously issued its \$1,475,000 General Obligation Urban Renewal Bonds, Series 2010D, dated October 21, 2010 (the “2010D Bonds”), a portion of which currently remains outstanding maturing on such dates and in such amounts and bearing interest at such rates as follows as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2016	\$60,000	2.20%	2024	\$80,000	3.20%
2017	\$60,000	2.20%	2025	\$85,000	3.30%
2018	\$65,000	2.40%	2026	\$90,000	3.40%
2019	\$65,000	2.60%	2027	\$95,000	3.50%
2020	\$70,000	2.75%	2028	\$100,000	3.60%
2021	\$70,000	3.00%	2029	\$105,000	3.70%
2022	\$75,000	3.00%	2030	\$110,000	3.80%
2023	\$80,000	3.10%			

;and

WHEREAS, pursuant to the resolution (the “2010D Bond Resolution”) authorizing the issuance of the 2010D Bonds, the City reserved the right to call the portion of the 2010D Bonds maturing in the years 2018 through 2030 (the “Callable 2010D Bonds”), inclusive, for early redemption on any date on or after June 1, 2017, subject to the provisions of the 2010D Bond Resolution; and

WHEREAS, the City also previously issued its \$425,000 Sewer Revenue Note, dated November 18, 2014 (the “2014 Note”), a portion of which currently remains outstanding maturing on such dates and in such amounts and bearing interest at such rates as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2016	\$42,500	2.90%	2021	\$42,500	2.90%
2017	\$42,500	2.90%	2022	\$42,500	2.90%
2018	\$42,500	2.90%	2023	\$42,500	2.90%
2019	\$42,500	2.90%	2024	\$42,500	2.90%
2020	\$42,500	2.90%			

; and

WHEREAS, pursuant to the resolution (the “2014 Note Resolution”) authorizing the issuance of the 2014 Note, the City reserved the right to prepay principal of the 2014 Note in whole or in part at any time prior to and in any order of maturity, subject to the provisions of the 2014 Note Resolution; and

WHEREAS, the City now proposes to enter into a General Obligation Refunding Loan Agreement (the “Refunding Loan Agreement”), pursuant to the provisions of Section 384.24A of the Code of Iowa, and to borrow money thereunder in a principal amount not to exceed \$8,845,000 for the purpose of paying the costs, to that extent, of (1) current refunding the Callable 2008A Bonds; (2) advance refunding the Callable 2010A Bonds; (3) advance refunding the Callable 2010B Bonds; (4) advance refunding the Callable 2010D Bonds; and (5) current refunding the outstanding balance of the 2014 Note, and pursuant to law and a notice duly published, the City Council has held a public hearing on such proposal on May 19, 2016;

WHEREAS, pursuant to the provisions of Section 384.24A of the Code of Iowa, the City also proposes to enter into a General Obligation Swimming Pool Loan Agreement (the “Swimming Pool Loan Agreement”) and to borrow money thereunder in a principal amount not to exceed \$700,000 for the purpose of paying the cost, to that extent, of constructing repairs and improvements to the municipal swimming pool, and as of May 19, 2016, no petition had been filed with the City asking that the question of entering into the Swimming Pool Loan Agreement be submitted to the registered voters of the City; and

WHEREAS, pursuant to Section 384.28 of the Code of Iowa, the City Council intends to combine the Refunding Loan Agreement and Swimming Pool Loan Agreement into a single loan agreement (the “Loan Agreement”) and to issue General Obligation Swimming Pool and Refunding Bonds, Series 2016 (the “Bonds”) in evidence of its obligations thereunder; and

WHEREAS, a Preliminary Official Statement (the "P.O.S.") has been prepared to facilitate the sale of the Bonds in evidence of the obligation of the City under the Loan Agreement, and it is now necessary to make provision for the approval of the P.O.S. and to authorize its use by UMB Bank. n.a. (the "Underwriter");

NOW, THEREFORE, Be It Resolved by the City Council of the City of Norwalk, Iowa, as follows:

Section 1. The Refunding Loan Agreement and the Swimming Pool Loan Agreement are hereby combined into the Loan Agreement and the City Council hereby determines to enter into the Loan Agreement in the future orders that the Bonds be issued at such time, in evidence thereof. The City Council further declares that this resolution constitutes the "additional action" required by Section 384.24A of the Code of Iowa.

Section 2. The City Clerk is hereby authorized to take such action as shall be deemed necessary and appropriate with the assistance Dorsey & Whitney, LLP as disclosure counsel (the "Disclosure Counsel") and the Underwriter to prepare the P.O.S. describing the Bonds and providing for the terms and conditions of their sale, and all action heretofore taken in this regard is hereby ratified and approved.

Section 3. The use by the Underwriter of the P.O.S. relating to the Bonds in substantially the form as has been presented to and considered by the City is hereby approved, and the Underwriter, together with Disclosure Counsel is hereby authorized to prepare and use a final Official Statement for the Bonds substantially in the form of the P.O.S. but with such changes therein as are required to conform the same to the terms of the Bonds and the resolution, when adopted, providing for the sale and issuance of the Bonds, and the City Clerk is hereby authorized and directed to execute a final Official Statement for the Bonds, if requested. The P.O.S. as of its date is deemed final by the City within the meaning of Rule 15(c)(2)-12 of the Securities and Exchange Commission.

Section 4. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 5. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved May 19, 2016.

Mayor

Attest:

City Clerk

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On motion and vote, the meeting adjourned.

Mayor

Attest:

City Clerk

STATE OF IOWA
WARREN COUNTY
CITY OF NORWALK

SS:

I, the undersigned, City Clerk of the City of Norwalk, do hereby certify that as such I have in my possession or have access to the complete corporate records of the City and of its Council and officers and that I have carefully compared the transcript hereto attached with those corporate records and that the transcript hereto attached is a true, correct and complete copy of all the corporate records relating to the authorization of certain Loan Agreements, combining Loan Agreements and the approval of a preliminary official statement, and that the transcript hereto attached contains a true, correct and complete statement of all the measures adopted and proceedings, acts and things had, done and performed up to the present time with respect thereto.

I further certify that no petition was filed in my office asking that the question of entering into the General Obligation Swimming Pool Loan Agreement be submitted to the registered voters of the City.

WITNESS MY HAND this _____ day of _____, 2016.

City Clerk