

MINUTES TO PROVIDE FOR THE
ISSUANCE OF BONDS

439235-12

West Branch, Iowa

November 20, 2017

The City Council of the City of West Branch, Iowa, met on November 20, 2017, at 5:30 o'clock p.m., at the Council Chambers in the City Office, West Branch, Iowa.

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

Present: Jordan Ellyson, Tim Shields, Mary Beth Stevenson.

Absent: Colton Miller. Brian Pierce arrived at 5:42 p.m., which was after the voting on this Resolution.

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

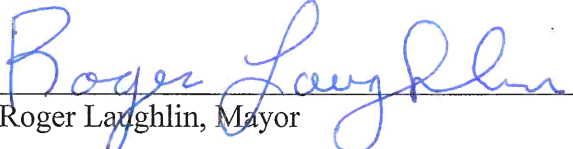
Ayes: Stevenson, Ellyson, Shields

Nays: None. Absent: Miller, Pierce

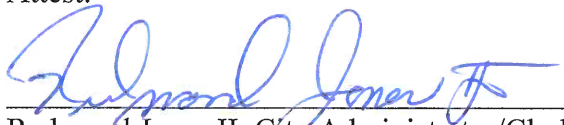
Whereupon, the Mayor declared the resolution duly adopted as hereinafter set out.

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At the conclusion of the meeting, and upon motion and vote, the City Council adjourned.


Roger Laughlin, Mayor

Attest:


Redmond Jones II, City Administrator/Clerk

RESOLUTION NO. 1663

Resolution authorizing and approving a Loan Agreement, providing for the issuance of \$4,200,000 General Obligation Corporate Purpose Bonds, Series 2017 and providing for the levy of taxes to pay the same

WHEREAS, the City of West Branch (the "City"), in Cedar and Johnson Counties, State of Iowa, pursuant to the provisions of Section 384.24A of the Code of Iowa, heretofore proposed to enter into a loan agreement (the "2017 Projects Loan Agreement") and to borrow money thereunder in a principal amount not to exceed \$1,600,000 for the purpose of paying the costs, to that extent, of (i) constructing bridge improvements; (ii) constructing street, sanitary sewer system, and water system improvements (together, the "2017 Projects"); and (iii) refunding the General Obligation Judgment Settlement Note, dated March 7, 2017, and pursuant to law and duly published notice has held a public hearing on such proposal on June 26, 2017; and

WHEREAS, the City has decided not to proceed with the refunding of the General Obligation Judgment Settlement Note, but the City retains the right to pursue the refunding at a later time; and

WHEREAS, pursuant to the provisions of Section 384.24A of the Code of Iowa, the City also heretofore proposed to enter into a loan agreement (the "Park Project Loan Agreement") and to borrow money thereunder in an amount not exceeding \$4,000,000 to provide funds to pay the cost, to that extent, of undertaking the West Branch Park Improvements Project, including ball diamonds; volleyball courts; lighting improvements; playground equipment; concessions, restroom and shelter facilities; recreation trails; landscaping; parking lots; and the installation of related public infrastructure improvements, and pursuant to law and duly published notice, has held a successful election on said proposal on November 3, 2015; and

WHEREAS, pursuant to law and the successful election on the Park Project Loan Agreement, the City used a portion of its borrowing authority thereunder to enter into an initial loan agreement (the "Initial Park Project Loan Agreement") and to borrow money thereunder in a principal amount not to exceed \$500,000 to pay the cost, to that extent, of funding the initial costs of the West Branch Park Improvement Project; and

WHEREAS, the City now intends to exercise a portion of its remaining authority with respect to the Park Project Loan Agreement to enter into another loan agreement (the "Park Project Loan Agreement #2") in an amount not to exceed \$3,000,000 to pay the cost, to the extent of funding the costs of the West Branch Park Improvements Project (the West Branch Park Improvement Project together with the 2017 Projects are hereinafter referred to as the "Projects"); and

WHEREAS, pursuant to Section 384.28 of the Code of Iowa, the City Council has combined the 2017 Projects Loan Agreement and the Park Project Loan Agreement #2, into a single loan agreement (the "Loan Agreement");

WHEREAS, a Preliminary Official Statement (the "P.O.S.") has been prepared to facilitate the sale of General Obligation Corporate Purpose Bonds, Series 2017 (the "Bonds") to be issued in evidence of the obligation of the City under the Loan Agreement, and the City Council has made

provision for the approval of the P.O.S. and has authorized its use by Speer Financial, Inc. (the "Financial Advisor"), as municipal financial advisor to the City, and Bankers' Bank, Milwaukee, Wisconsin (the "Underwriter") as the underwriter of the issuance of the Bonds; and

WHEREAS, a certain Bond Purchase Agreement has been prepared to set forth the terms of the Bonds and the understanding between the City and the Underwriter with respect to the purchase thereof, and the City Council has approved the Bond Purchase Agreement and has made provision for its execution and delivery; and

WHEREAS, it is now necessary to make final provision for the approval of the Loan Agreement and to authorize the issuance of the Bonds;

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

Section 1. The City shall enter into the Loan Agreement with the Underwriter in substantially the form as has been placed on file with the City Council, providing for a loan to the City in the principal amount of \$4,200,000, for the purpose or purposes set forth in the preamble hereof.

The Mayor and City Clerk are hereby authorized and directed to sign the Loan Agreement on behalf of the City, and the Loan Agreement is hereby approved.

Section 2. The Bonds, in the aggregate principal amount of \$4,200,000, are hereby authorized to be issued in evidence of the City's obligations under the Loan Agreement. The Bonds shall be dated December 5, 2017, shall be issued in the denomination of \$5,000 each or any integral multiple thereof and shall mature on June 1 in each of the years, in the respective principal amounts, and bear interest at the respective rates as follows:

<u>Date</u>	<u>Principal</u>	<u>Interest Rate</u>	<u>Date</u>	<u>Principal</u>	<u>Interest Rate</u>
2018	\$160,000	2.00%	2026	\$220,000	2.75%
2019	\$340,000	2.00%	2027	\$225,000	3.00%
2020	\$340,000	2.00%	2028	\$235,000	3.00%
2021	\$350,000	2.00%	2029	\$240,000	3.10%
2022	\$365,000	2.00%	2030	\$175,000	3.25%
2023	\$375,000	2.00%	2031	\$180,000	3.40%
2024	\$400,000	2.50%	2032	\$190,000	3.50%
2025	\$405,000	2.50%			

Section 3. Bankers Trust Company, Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the Bonds and may be hereinafter referred to as the "Registrar" or the "Paying Agent." The City shall enter into an agreement (the "Registrar/Paying Agent Agreement") with the Registrar, in substantially the form as has been placed on file with the City Council; the Mayor and City Clerk are hereby authorized and directed to sign the Registrar/Paying Agent Agreement on behalf of the City; and the Registrar/Paying Agent Agreement is hereby approved.

The City reserves the right to optionally prepay part or all of the Bonds maturing on June 1 in each of the years 2026 to 2032, inclusive, prior to and in any order of maturity on June 1, 2025, or on any date thereafter upon terms of par and accrued interest. If less than all of the Bonds of any like maturity are to be redeemed, the particular part of those Bonds to be redeemed shall be selected by the Registrar by lot. The Bonds may be called in part in one or more units of \$5,000.

If less than the entire principal amount of any Bond in a denomination of more than \$5,000 is to be redeemed, the Registrar will issue and deliver to the registered owner thereof, upon surrender of such original Bond, a new Bond or Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Bond. Notice of such redemption as aforesaid identifying the Bond or Bonds (or portion thereof) to be redeemed shall be sent by electronic means or by certified mail to the registered owners thereof at the addresses shown on the City's registration books not less than 30 days prior to such redemption date. Any notice of redemption may contain a statement conditioned upon the receipt by the Paying Agent of funds on or before the date fixed for redemption sufficient to pay the redemption price of the Bonds called for redemption, and that if funds are not available, such redemption shall be cancelled by written notice to the owners of the Bonds called for redemption in the same manner as the original redemption notice was sent. All of such Bonds as to which the City reserves and exercises the right of redemption and as to which notice as aforesaid shall have been given and for the redemption of which funds are duly provided, shall cease to bear interest on the redemption date.

Accrued interest on the Bonds shall be payable semiannually on the first day of June and December in each year, commencing June 1, 2018. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the Bonds shall be made to the registered owners appearing on the registration books of the City at the close of business on the fifteenth day of the month next preceding the interest payment date and shall be paid to the registered owners at the addresses shown on such registration books. Principal of the Bonds shall be payable in lawful money of the United States of America to the registered owners or their legal representatives upon presentation and surrender of the Bond or Bonds at the office of the Paying Agent.

The Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor and attested with the official manual or facsimile signature of the City Clerk, and shall be fully registered Bonds without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Bonds shall cease to be such officer before the delivery of the Bonds, such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

The Bonds shall not be valid or become obligatory for any purpose until the Certificate of Authentication thereon shall have been signed by the Registrar.

The Bonds shall be fully registered as to principal and interest in the names of the owners on the registration books of the City kept by the Registrar, and after such registration, payment of the principal thereof and interest thereon shall be made only to the registered owners or their legal representatives or assigns. Each Bond shall be transferable only upon the registration books of the City upon presentation to the Registrar, together with either a written instrument of transfer

satisfactory to the Registrar or the assignment form thereon completed and duly executed by the registered owner or the duly authorized attorney for such registered owner.

The record and identity of the owners of the Bonds shall be kept confidential as provided by Section 22.7 of the Code of Iowa.

Section 4. Notwithstanding anything above to the contrary, the Bonds shall be issued initially as Depository Bonds, with one fully registered Bond for each maturity date, in principal amounts equal to the amount of principal maturing on each such date, and registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). On original issue, the Bonds shall be deposited with DTC for the purpose of maintaining a book-entry system for recording the ownership interests of its participants and the transfer of those interests among its participants (the "Participants"). In the event that DTC determines not to continue to act as securities depository for the Bonds or the City determines not to continue the book-entry system for recording ownership interests in the Bonds with DTC, the City will discontinue the book-entry system with DTC. If the City does not select another qualified securities depository to replace DTC (or a successor depository) in order to continue a book-entry system, the City will register and deliver replacement Bonds in the form of fully registered certificates, in authorized denominations of \$5,000 or integral multiples of \$5,000, in accordance with instructions from Cede & Co., as nominee for DTC. In the event that the City identifies a qualified securities depository to replace DTC, the City will register and deliver replacement Bonds, fully registered in the name of such depository, or its nominee, in the denominations as set forth above, as reduced from time to time prior to maturity in connection with redemptions or retirements by call or payment, and in such event, such depository will then maintain the book-entry system for recording ownership interests in the Bonds.

Ownership interests in the Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Bonds as nominees will not receive certificated Bonds, but each such Participant will receive a credit balance in the records of DTC in the amount of such Participant's interest in the Bonds, which will be confirmed in accordance with DTC's standard procedures. Each such person for which a Participant has an interest in the Bonds, as nominee, may desire to make arrangements with such Participant to have all notices of redemption or other communications of the City to DTC, which may affect such person, forwarded in writing by such Participant and to have notification made of all interest payments.

The City will have no responsibility or obligation to such Participants or the persons for whom they act as nominees with respect to payment to or providing of notice for such Participants or the persons for whom they act as nominees.

As used herein, the term "Beneficial Owner" shall hereinafter be deemed to include the person for whom the Participant acquires an interest in the Bonds.

DTC will receive payments from the City, to be remitted by DTC to the Participants for subsequent disbursement to the Beneficial Owners. The ownership interest of each Beneficial Owner in the Bonds will be recorded on the records of the Participants whose ownership interest will be recorded on a computerized book-entry system kept by DTC.

When reference is made to any action which is required or permitted to be taken by the Beneficial Owners, such reference shall only relate to those permitted to act (by statute, regulation or otherwise) on behalf of such Beneficial Owners for such purposes. When notices are given, they shall be sent by the City to DTC, and DTC shall forward (or cause to be forwarded) the notices to the Participants so that the Participants can forward the same to the Beneficial Owners.

Beneficial Owners will receive written confirmations of their purchases from the Participants acting on behalf of the Beneficial Owners detailing the terms of the Bonds acquired. Transfers of ownership interests in the Bonds will be accomplished by book entries made by DTC and the Participants who act on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interest in the Bonds, except as specifically provided herein. Interest and principal will be paid when due by the City to DTC, then paid by DTC to the Participants and thereafter paid by the Participants to the Beneficial Owners.

Section 5. The Bonds shall be in substantially the following form:

(Form of Bond)

**UNITED STATES OF AMERICA
STATE OF IOWA
CEDAR AND JOHNSON COUNTIES
CITY OF WEST BRANCH**

GENERAL OBLIGATION CORPORATE PURPOSE BOND, SERIES 2017

No. _____ \$ _____

RATE	MATURITY DATE	BOND DATE	CUSIP
_____%	June 1, 20____	December 5, 2017	951556 _____

The City of West Branch (the "City"), in Cedar and Johnson Counties, State of Iowa, for value received, promises to pay on the maturity date of this Bond to

Cede & Co.
New York, New York

or registered assigns, the principal sum of

THOUSAND DOLLARS

in lawful money of the United States of America upon presentation and surrender of this Bond at the office of Bankers Trust Company, Des Moines, Iowa (hereinafter referred to as the "Registrar" or the "Paying Agent"), with interest on said sum, until paid, at the rate per annum specified above from the date of this Bond, or from the most recent interest payment date on which interest has been paid, on June 1 and December 1 of each year, commencing June 1, 2018, except as the provisions hereinafter set forth with respect to redemption prior to maturity may be or become applicable hereto. Interest on this Bond is payable to the registered owner appearing on the registration books of the City at the close of business on the fifteenth day of the month next preceding the interest payment date, and shall be paid to the registered owner at the address shown on such registration books. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Registrar.

This Bond is one of a series of General Obligation Corporate Purpose Bonds, Series 2017 (the "Bonds") issued by the City to evidence its obligation under a certain loan agreement, dated as of December 5, 2017 (the "Loan Agreement"), entered into by the City for the purposes of paying the cost, to that extent, of (i) constructing bridge improvements; (ii) constructing street, sanitary sewer system, and water system improvements; and (iii) funding the costs of the West Branch Park Improvements Project, including ball diamonds; volleyball courts; lighting

improvements; playground equipment; concessions, restroom and shelter facilities; recreation trails; landscaping; parking lots; and the installation of related public infrastructure improvements.

The Bonds are issued pursuant to and in strict compliance with the provisions of Chapters 76 and 384 of the Code of Iowa, 2017, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the City Council, adopted on November 20, 2017, authorizing and approving the Loan Agreement and providing for the issuance and securing the payment of the Bonds (the "Resolution"), and reference is hereby made to the Resolution and the Loan Agreement for a more complete statement as to the source of payment of the Bonds and the rights of the owners of the Bonds.

The City reserves the right to optionally prepay part or all of the Bonds maturing on June 1 in each of the years 2026 to 2032, inclusive, prior to and in any order of maturity on June 1, 2025, or on any date thereafter upon terms of par and accrued interest. If less than all of the Bonds of any like maturity are to be redeemed, the particular part of those Bonds to be redeemed shall be selected by the Registrar by lot. The Bonds may be called in part in one or more units of \$5,000.

If less than the entire principal amount of any Bond in a denomination of more than \$5,000 is to be redeemed, the Registrar will issue and deliver to the registered owner thereof, upon surrender of such original Bond, a new Bond or Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Bond. Notice of such redemption as aforesaid identifying the Bond or Bonds (or portion thereof) to be redeemed shall be sent by electronic means or by certified mail to the registered owners thereof at the addresses shown on the City's registration books not less than 30 days prior to such redemption date. Any notice of redemption may contain a statement conditioned upon the receipt by the Paying Agent of funds on or before the date fixed for redemption sufficient to pay the redemption price of the Bonds called for redemption, and that if funds are not available, such redemption shall be cancelled by written notice to the owners of the Bonds called for redemption in the same manner as the original redemption notice was sent. All of such Bonds as to which the City reserves and exercises the right of redemption and as to which notice as aforesaid shall have been given and for the redemption of which funds are duly provided, shall cease to bear interest on the redemption date.

This Bond is fully negotiable but shall be fully registered as to both principal and interest in the name of the owner on the books of the City in the office of the Registrar, after which no transfer shall be valid unless made on said books and then only upon presentation of this Bond to the Registrar, together with either a written instrument of transfer satisfactory to the Registrar or the assignment form hereon completed and duly executed by the registered owner or the duly authorized attorney for such registered owner.

The City, the Registrar and the Paying Agent may deem and treat the registered owner hereof as the absolute owner for the purpose of receiving payment of or on account of principal hereof, premium, if any, and interest due hereon and for all other purposes, and the City, the Registrar and the Paying Agent shall not be affected by any notice to the contrary.

And It Is Hereby Certified and Recited that all acts, conditions and things required by the laws and Constitution of the State of Iowa, to exist, to be had, to be done or to be performed precedent to and in the issue of this Bond were and have been properly existent, had, done and

performed in regular and due form and time; that provision has been made for the levy of a sufficient continuing annual tax on all the taxable property within the City for the payment of the principal of and interest on this Bond as the same will respectively become due; and that the total indebtedness of the City, including this Bond, does not exceed any constitutional or statutory limitations.

IN TESTIMONY WHEREOF, the City of West Branch, Iowa, by its City Council, has caused this Bond to be executed with the duly authorized facsimile signature of its Mayor and attested with the duly authorized facsimile signature of its City Clerk, as of December 5, 2017.

CITY OF WEST BRANCH, IOWA

By (DO NOT SIGN)

Mayor

Attest:

(DO NOT SIGN)

City Clerk

Registration Date: (Registration Date)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolution.

BANKERS TRUST COMPANY
Des Moines, Iowa
Registrar

By (Authorized Signature)
Authorized Officer

ABBREVIATIONS

The following abbreviations, when used in this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	-	as tenants in common	UTMA	_____
TEN ENT	-	as tenants by the entireties		(Custodian)
JT TEN	-	as joint tenants with right of survivorship and not as tenants in common	As Custodian for	_____
				(Minor)
			under Uniform Transfers to Minors Act	_____
				(State)

Additional abbreviations may also be used though not in the list above.

ASSIGNMENT

For valuable consideration, receipt of which is hereby acknowledged, the undersigned assigns this Bond to

(Please print or type name and address of Assignee)

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

and does hereby irrevocably appoint _____, Attorney, to transfer this Bond on the books kept for registration thereof with full power of substitution.

Dated: _____

Signature guaranteed:

(Signature guarantee must be provided in accordance with the prevailing standards and procedures of the Registrar and Transfer Agent. Such standards and procedures may require signatures to be guaranteed by certain eligible guarantor institutions that participate in a recognized signature guarantee program.)

NOTICE: The signature to this Assignment must correspond with the name of the registered owner as it appears on this Bond in every particular, without alteration or enlargement or any change whatever.

Section 6. The Bonds shall be executed as herein provided as soon after the adoption of this resolution as may be possible, and thereupon they shall be delivered to the Registrar for registration, authentication and delivery to or on behalf of the Underwriter, upon receipt of the loan proceeds (\$4,276,126.65), including, original issue premium (the "Loan Proceeds"), and all action heretofore taken in connection with the Loan Agreement is hereby ratified and confirmed in all respects.

A portion of the Loan Proceeds (\$33,600) shall be retained by the Underwriter as the underwriter's discount.

A portion of the Loan Proceeds (\$4,210,826.65), received from the sale of the Bonds shall be deposited in a dedicated fund (the "Project Fund"), which is hereby created, to be used for the payment of costs of the Projects and to the extent that any such proceeds (the "Project Proceeds") remain after the full payment of the costs of the Projects, such Project Proceeds, shall be transferred to the Debt Service Fund for the payment of interest on the Bonds.

The remainder of the Loan Proceeds (\$31,700) (the "Cost of Issuance Proceeds"), received from the sale of the Bonds shall be deposited in the Project Fund, and shall be used for the payment of costs of issuance of the Bonds, and to the extent that Cost of Issuance Proceeds remain after the full payment of the costs of issuance of the Bonds, such Cost of Issuance Proceeds shall be transferred to the Debt Service Fund for the payment of interest on the Bonds.

The City shall keep a detailed and segregated accounting of the expenditure of, and investment earnings on, the Loan Proceeds to ensure compliance with the requirements of the Internal Revenue Code, as hereinafter defined.

Section 7. For the purpose of providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on the Bonds as the same become due, there is hereby ordered levied on all the taxable property in the City in each of the years while the Bonds are outstanding, the following direct annual tax:

For collection in the fiscal year beginning July 1, 2018,
sufficient to produce the net annual sum of \$441,273;

For collection in the fiscal year beginning July 1, 2019,
sufficient to produce the net annual sum of \$434,473;

For collection in the fiscal year beginning July 1, 2020,
sufficient to produce the net annual sum of \$437,673;

For collection in the fiscal year beginning July 1, 2021,
sufficient to produce the net annual sum of \$445,673;

For collection in the fiscal year beginning July 1, 2022,
sufficient to produce the net annual sum of \$448,373;

For collection in the fiscal year beginning July 1, 2023,
sufficient to produce the net annual sum of \$465,873;

For collection in the fiscal year beginning July 1, 2024,
sufficient to produce the net annual sum of \$460,873;

For collection in the fiscal year beginning July 1, 2025,
sufficient to produce the net annual sum of \$265,748;

For collection in the fiscal year beginning July 1, 2026,
sufficient to produce the net annual sum of \$264,698;

For collection in the fiscal year beginning July 1, 2027,
sufficient to produce the net annual sum of \$267,948;

For collection in the fiscal year beginning July 1, 2028,
sufficient to produce the net annual sum of \$265,898;

For collection in the fiscal year beginning July 1, 2029,
sufficient to produce the net annual sum of \$193,458;

For collection in the fiscal year beginning July 1, 2030,
sufficient to produce the net annual sum of \$192,770; and

For collection in the fiscal year beginning July 1, 2031,
sufficient to produce the net annual sum of \$196,650.

Section 8. A certified copy of this resolution shall be filed with the County Auditors of Cedar County and Johnson County, and said County Auditors are hereby instructed to enter for collection and assess the tax hereby authorized. When annually entering such taxes for collection, the County Auditor shall include the same as a part of the tax levy for Debt Service Fund purposes of the City and when collected, the proceeds of the taxes shall be converted into the Debt Service Fund of the City and set aside therein as a special account to be used solely and only for the payment of the principal of and interest on the Bonds hereby authorized and for no other purpose whatsoever. Any amount received by the City as accrued interest on the Bonds shall be deposited into such special account and used to pay interest due on the Bonds on the first interest payment date.

Pursuant to the provisions of Section 76.4 of the Code of Iowa, each year while the Bonds remain outstanding and unpaid, any funds of the City which may lawfully be applied for such purpose, including incremental property tax revenues, may be appropriated, budgeted and, if received, used for the payment of the principal of and interest on the Bonds as the same become due, and if so appropriated, the taxes for any given fiscal year as provided for in Section 7 of this Resolution, shall be reduced by the amount of such alternate funds as have been appropriated for such purpose, and evidenced in the City's budget. The City has declared and approved the Projects as an urban renewal projects to be undertaken in the West Branch Urban Renewal Area. The City reserves the right to use incremental property tax revenues derived from the West Branch Urban Renewal Area for the payment of principal of and interest on the Bonds.

Section 9. The interest or principal and both of them falling due in any year or years shall, if necessary, be paid promptly from current funds on hand in advance of taxes levied and when the taxes shall have been collected, reimbursement shall be made to such current funds in the sum thus advanced.

Section 10. It is the intention of the City that interest on the Bonds be and remain excluded from gross income for federal income tax purposes pursuant to the appropriate provisions

of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations in effect with respect thereto (all of the foregoing herein referred to as the "Internal Revenue Code"). In furtherance thereof, the City covenants to comply with the provisions of the Internal Revenue Code as they may from time to time be in effect or amended and further covenants to comply with the applicable future laws, regulations, published rulings and court decisions as may be necessary to insure that the interest on the Bonds will remain excluded from gross income for federal income tax purposes. Any and all of the officers of the City are hereby authorized and directed to take any and all actions as may be necessary to comply with the covenants herein contained.

The City hereby designates the Bonds as "Qualified Tax Exempt Obligations" as that term is used in Section 265(b)(3)(B) of the Internal Revenue Code.

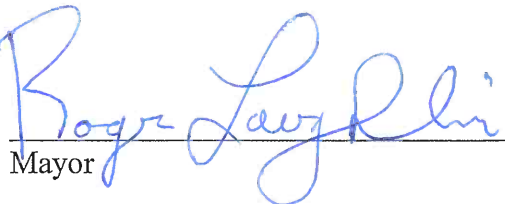
Section 11. The Securities and Exchange Commission (the "SEC") has promulgated certain amendments to Rule 15c2-12 under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (the "Rule") that make it unlawful for an underwriter to participate in the primary offering of municipal securities in a principal amount of \$1,000,000 or more unless, before submitting a bid or entering into a purchase contract for the bonds, an underwriter has reasonably determined that the issuer or an obligated person has undertaken in writing for the benefit of the bondholders to provide certain disclosure information to prescribed information repositories on a continuing basis or unless and to the extent the offering is exempt from the requirements of the Rule.

On the date of issuance and delivery of the Bonds, the City will execute and deliver a Continuing Disclosure Certificate pursuant to which the City will undertake to comply with the Rule. The City covenants and agrees that it will comply with and carry out the provisions of the Continuing Disclosure Certificate. Any and all of the officers of the City are hereby authorized and directed to take any and all actions as may be necessary to comply with the Rule and the Continuing Disclosure Certificate.

Section 12. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 13. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved November 20, 2017.


Mayor

Attest:

City Clerk

RECEIVED
JOHNSON CO. IOWA

NOV 22 2017


COUNTY AUDITOR

COUNTY FILING CERTIFICATE:

STATE OF IOWA

SS:

CEDAR COUNTY

I, the undersigned, County Auditor of Cedar County, in the State of Iowa, do hereby certify that on the 21st day of November, 2017, the City Clerk of the City of West Branch filed in my office a certified copy of a resolution of such City shown to have been adopted by the City Council and approved by the Mayor thereof on November 20, 2017, entitled: "Resolution authorizing and approving a Loan Agreement, providing for the issuance of \$4,200,000 General Obligation Corporate Purpose Bonds, Series 2017 and providing for the levy of taxes to pay the same," and that I have duly placed a copy of the resolution on file in my records.

I further certify that the taxes provided for in that resolution will in due time, manner and season be entered on the State and County tax lists of this County for collection in the fiscal year beginning July 1, 2018, and subsequent years as provided in the resolution.

WITNESS MY HAND this 21st day of November, 2017.

Cari A. Deuber
County Auditor

COUNTY FILING CERTIFICATE:

STATE OF IOWA

SS:

JOHNSON COUNTY

I, the undersigned, County Auditor of Johnson County, in the State of Iowa, do hereby certify that on the 22nd day of November, 2017, the City Clerk of the City of West Branch filed in my office a certified copy of a resolution of such City shown to have been adopted by the City Council and approved by the Mayor thereof on November 20, 2017, entitled: "Resolution authorizing and approving a Loan Agreement, providing for the issuance of \$4,200,000 General Obligation Corporate Purpose Bonds, Series 2017 and providing for the levy of taxes to pay the same," and that I have duly placed a copy of the resolution on file in my records.

I further certify that the taxes provided for in that resolution will in due time, manner and season be entered on the State and County tax lists of this County for collection in the fiscal year beginning July 1, 2018, and subsequent years as provided in the resolution.

WITNESS MY HAND this 22nd day of November, 2017.

Travis Weipert
County Auditor
Deputy

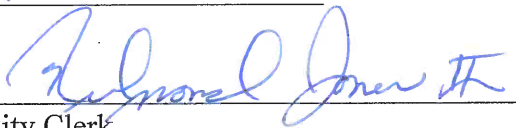
ATTESTATION CERTIFICATE:

STATE OF IOWA
COUNTIES OF CEDAR AND JOHNSON SS:
CITY OF WEST BRANCH

I, the undersigned, City Clerk of the City of West Branch, do hereby certify that as such City Clerk I have in my possession or have access to the complete corporate records of the City and of its City 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 in relation to the adoption of a resolution authorizing a certain Loan Agreement and providing for the issuance of \$4,200,000 General Obligation Corporate Purpose Bonds, Series 2017 evidencing the City's obligation under the Loan Agreement 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 appeal has been taken to the District Court from the decision of the City Council to enter into the Loan Agreement, to issue the Bonds or to levy taxes to pay the principal of and interest on the Bonds.

WITNESS MY HAND this 20 day of November 2017.



City Clerk

**RECEIVED
JOHNSON CO. IOWA**

NOV 22 2017


COUNTY AUDITOR

November 15, 2017

Via Email

Gordon Edgar
City Finance Director/City Hall
West Branch, Iowa

Re: \$4,200,000 General Obligation Corporate Purpose Bonds, Series 2017
Our File No. 439235-12

Dear Gordon:

We have prepared and attach the necessary proceedings to be used at the November 20th City Council meeting to enable the City Council to adopt the resolution (the “Resolution”) approving the Loan Agreement and authorizing the issuance of the General Obligation Corporate Purpose Bonds, Series 2017.

The proceedings attached include the following items:

1. Minutes of the meeting covering the adoption of the Resolution. The actual Resolution follows the minutes. The form of Bond, Authentication Certificate and Assignment set out in the Resolution should not be completed or executed.
2. Attestation Certificate attesting to the validity of the transcript.
3. County Filing Certificates. A certified copy of the Resolution must be filed with the Cedar County and Johnson County Auditors, and we have prepared a form of certificates to be signed by the County Auditors relating to the filing of a certified copy of the Resolutions in the County Auditors’ offices. Please make extra copies of for this purpose.

As provided in the Resolution, beginning in the 2018-2019 fiscal year, the County Auditor will have a mandatory duty to make a levy of taxes to pay principal of and interest on the Bonds unless the City’s budget each year affirmatively shows that the tax should not be levied because other funds will be applied to the payment of the Bonds for that budget year. To the extent the City determines that property tax levies will be needed for payment in any year, the tax levy amounts needed must be certified for that year in the City’s budget as part of the Debt Service Fund, and the funds derived from sources other than taxes must be shown on the appropriate budget document.

As these proceedings are completed, please return one fully executed copy to our office.

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Also attached is a Loan Agreement for execution by you and the Mayor. Please print three copies of the Loan Agreement for execution. After they have been signed please return all of these copies to us so that we can have them signed on behalf of Northland Securities, Inc., after which we will furnish you with a signed original.

Additionally, we are attaching a Registrar and Paying Agent Agreement for you and the Mayor to sign. Please print three copies for execution, after which all three executed copies should be returned to us so that we may forward them to Bankers Trust for signature. We will provide you with a fully executed copy of the Agreement at the time of closing.

Finally, we are attaching a Continuing Disclosure Certificate for you and the Mayor to sign. Please print two copies of the Certificate for execution, after which one executed copy should be returned to us, and one retained for the City's records.

If you have any questions, please contact Rebecca Donaldson or me.

Best regards,

John P. Danos

Attachments

cc: Maggie Burger
Leslie Brick
Diana VanVleet
Sam Devine
Redmond Jones