

RESOLUTION 1809

RESOLUTION CONSENTING TO ASSIGNMENT OF TRUSTEE AGENT AGREEMENTS; ESCROW AGENT AGREEMENTS; AND/OR PAYING AGENT AND REGISTRAR AND TRANSFER AGENT AGREEMENTS

WHEREAS, the City Council of the City of West Branch, Iowa (the “City”), has adopted certain resolutions (the “Resolutions”) duly authorizing and providing for the issuance of certain bonds, notes or other obligations (collectively, the “Outstanding Obligations”); and

WHEREAS, pursuant to the Resolutions, the City appointed Bankers Trust Company, Des Moines, Iowa (“Bankers Trust”), as the registrar and paying agent for the Outstanding Obligations and approved the execution of Paying Agent and Registrar and Transfer Agent Agreements with Bankers Trust with respect to the Outstanding Obligations; and

WHEREAS, in connection with the issuance of certain Outstanding Obligations, the City may have also entered into certain Trustee Agent Agreements and/or Escrow Agent Agreements with Bankers Trust; and

WHEREAS, UMB Bank, n.a. (“UMB”) will acquire the corporate trust business of Bankers Trust, and any existing Trustee Agent Agreements; Escrow Agent Agreements; and Paying Agent and Registrar and Transfer Agent Agreements (collectively, such Agreements are hereinafter referred to as the “Agreements”) between the City and Bankers Trust will be assigned by Bankers Trust to UMB; and

WHEREAS, Bankers Trust and UMB have requested that the City consent to the assignment of the Agreements;

NOW, THEREFORE, It is resolved by the City Council of the City of West Branch as follows:

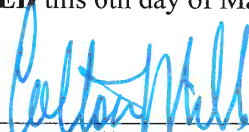
Section 1. The City hereby consents to the assignment of the Agreements from Bankers Trust to UMB. The Mayor and the City Clerk are hereby authorized to execute such documents as may be necessary to carry out the assignment of the Agreements, including the “Acknowledgment to Assignment” that has been prepared by Bankers Trust and presented to the City.

Section 2. The effective date of the assignment of the Agreements shall be as set forth in the Acknowledgment to Assignment.

Section 3. To the extent that the City has continuing disclosure requirements pursuant to Rule 15c2-12 of the Securities Exchange Act relative to the Outstanding Obligations, the City will cause a notice of the assignment of the Agreements to be posted on the MSRB Electronic Municipal Market Access (EMMA).

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

PASSED AND APPROVED this 6th day of May, 2019



Colton Miller, Mayor Pro Tem

Attest:



Redmond Jones II, City Administrator / City Clerk

MINUTES TO ADOPT RESOLUTION
CONSENTING TO ASSIGNMENT OF
TRUSTEE AGENT AGREEMENTS;
ESCROW AGENT AGREEMENTS;
AND/OR PAYING AGENT AND
REGISTRAR AND TRANSFER AGENT
AGREEMENTS

West Branch, Iowa

May 6, 2019

The City Council of the City of West Branch, Iowa, met on May 6, 2019, at 7 o'clock p.m., at the West Branch Council Chambers, 110 N. Poplar St., West Branch, Iowa. The Mayor Pro Tem presided and the roll was called showing the following members of the City Council present and absent:

Present: Colton Miller, Jordan Ellyson, Brian Pierce, Jodee Stoolman & Nick Goodweiler

Absent: Mayor Roger Laughlin

Council Member Pierce introduced the resolution hereinafter next set out and moved its adoption, seconded by Council Member Ellyson; and after due consideration thereof by the City Council, the Mayor Pro Tem put the question upon the adoption of the said resolution and the roll being called, the following named Council Members voted:

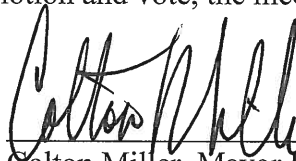
Ayes: Pierce, Ellyson, Miller, Stoolman, Goodweiler

Nays: None.

Whereupon, the Mayor Pro Tem 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 meeting adjourned.



Colton Miller, Mayor Pro Tem

Attest:



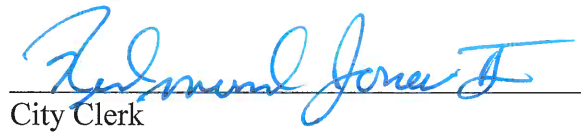
City Administrator/Clerk

ATTESTATION CERTIFICATE

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

I, the undersigned, City Clerk of the City of West Branch, do hereby certify that attached hereto is a true and correct copy of the proceedings of the City Council relating to adopting a resolution consenting to assignment of Trustee Agent Agreements; Escrow Agent Agreements; and/or Paying Agent and Registrar and Transfer Agent Agreements, as referred to therein.

WITNESS MY HAND this 7 day of May, 2019.



City Clerk