

(Hearing/Issuance – Water Revenue)

439235-New

West Branch, Iowa

September 5, 2023

A meeting of the City Council of the City of West Branch, Iowa, was held on September 5, 2023, at 7:00 p.m. at the City Council Chambers, in the City.

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

Present: Colton Miller, Jerry Sexton, Tom Dean, Jodee Stoolman, Nick Goodweiler

Absent: none

This being the time and place specified for holding a public hearing and taking action on the proposal to enter into a Water Revenue Loan and Disbursement Agreement, 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.

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

Ayes: Dean, Sexton, Goodweiler

Nays: Miller, Stoolman

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

RESOLUTION 2023-94

RESOLUTION TAKING ADDITIONAL ACTION WITH RESPECT TO A WATER REVENUE LOAN AND DISBURSEMENT AGREEMENT AND AUTHORIZING, APPROVING AND SECURING THE PAYMENT OF A \$54,700 WATER REVENUE LOAN AND DISBURSEMENT AGREEMENT ANTICIPATION PROJECT NOTE (IFA INTERIM LOAN AND DISBURSEMENT AGREEMENT)

WHEREAS, the City of West Branch (the “City”), in Cedar and Johnson Counties, State of Iowa, did heretofore establish a Municipal Waterworks Utility System (the “Utility”) in and for the City which has continuously supplied water service in and to the City and its inhabitants since its establishment; and

WHEREAS, the management and control of the Utility are vested in the City Council (the “Council”), and no board of trustees exists for this purpose; and

WHEREAS, pursuant to a prior resolution of the Council, the City has heretofore issued its \$860,000 Water Revenue Bond, SRF Series 2005, dated June 2, 2005 (the “Series 2005 Bond”), a portion of which remains outstanding; and

WHEREAS, pursuant to a prior resolution of the Council, the City has heretofore issued its \$125,000 Water Revenue Bond, SRF Series 2007, dated April 5, 2007 (the “Series 2007 Bond”), a portion of which remains outstanding; and

WHEREAS, pursuant to the resolutions (the “Outstanding Bond Resolutions”) authorizing the issuance of the Series 2005 Bond and the Series 2007 Bond (together, the “Outstanding Bonds”), the City reserved the right to issue additional obligations payable from the net revenues of the Utility and ranking on a parity with the Outstanding Bonds under the terms and conditions set forth in the Outstanding Bond Resolutions; and

WHEREAS, the City has heretofore proposed to borrow money and enter into a Water Revenue Loan and Disbursement Agreement (the “Loan and Disbursement Agreement”) with the Iowa Finance Authority (the “Lender”) and to issue in accordance therewith Water Revenue Bonds (the “Bonds”) in a principal amount not to exceed \$54,700 to provide funds to pay the costs, to that extent, of planning, designing, and constructing improvements and extensions to the Utility (the “Project”), and has published notice of the proposed action and has held a hearing thereon on September 5, 2023; and

WHEREAS, it is necessary at this time to authorize and approve the issuance of a \$54,700 Water Revenue Loan and Disbursement Agreement Anticipation Project Note (IFA Interim Loan and Disbursement Agreement) (the “Project Note”) pursuant to the provisions of Section 76.13 of the Code of Iowa in anticipation of the receipt of and payable from the proceeds of the Loan and Disbursement Agreement (the “Loan Proceeds”) in order to pay authorized costs in connection with planning and designing the Project;

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

Section 1. The City Council hereby covenants for the benefit of the Lender and all who may at any time be the holder of the Project Note to enter into the Loan and Disbursement Agreement and to issue and deliver the Bonds prior to the Maturity Date, as defined in the Project Note, and declares that this resolution constitutes the “additional action” required by Section 384.24A of the Code of Iowa. The Bonds are hereby ordered to be issued at such time as the City enters into the Loan and Disbursement Agreement.

Section 2. The Project Note in the principal amount of \$54,700 is hereby authorized to be issued to the Lender. The Project Note shall be dated as of the date of closing, shall mature on the Maturity Date as defined in the Project Note, and shall bear interest at the rate of 0% per annum.

The Project Note 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 a fully registered instrument without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Project Note shall cease to be such officer before the delivery of the Project Note, 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 City Clerk is hereby designated as the Registrar and Paying Agent for the Project Note and may be hereinafter referred to as the “Registrar” or the “Paying Agent.”

The City reserves the right to prepay principal of the Project Note in whole or in part on any date prior to the Maturity Date, as defined in the Project Note, at a prepayment price equal to the principal amount thereof prepaid.

The Project Note shall be fully registered as to both principal and interest in the name of the owner in the records of the City kept for such purpose, after which no transfer shall be valid unless made on said records by the City Clerk, and then only upon a written instrument of transfer satisfactory to the City, duly executed by the registered owner or the duly authorized attorney for such registered owner.

The City shall maintain as confidential the record of identity of owners of the Project Note, as provided by Section 22.7 of the Code of Iowa.

Section 3. The Project Note shall be in substantially the following form:

Note pursuant to the terms of such Loan and Disbursement Agreement and the resolution authorizing the Loan and Disbursement Agreement.

This Project Note is executed pursuant to the provisions of Sections 76.13 and 384.24A of the Code of Iowa and shall be read and construed as conforming to all provisions and requirements of the statute.

In the event of any inconsistency or conflict between the terms and conditions of the Resolution and this Project Note, the parties acknowledge and agree that the terms of this Project Note shall take precedence over any such terms of the Resolution.

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 Project Note were and have been properly existent, had, done and performed in regular and due form and time; and that the issuance of this Project Note does not exceed any constitutional or statutory limitations.

IN TESTIMONY WHEREOF, the City of West Branch, Iowa has caused this Project Note to be executed by its Mayor and attested by its City Clerk all as of the Project Note Date.

CITY OF WEST BRANCH, IOWA

By: DO NOT SIGN
Mayor

Attest:

DO NOT SIGN
City Clerk

IN WITNESS WHEREOF, I have hereunto affixed my signature all as of the date first above written.

IOWA FINANCE AUTHORITY

By: _____
Its:

Section 4. The Project Note shall be executed as herein provided as soon after the adoption of this resolution as may be possible and thereupon shall be delivered to the Registrar for registration and delivery to the Lender, upon receipt of the Project Note proceeds.

Section 5. The Loan Proceeds are hereby appropriated to the payment of the Project Note and may also be appropriated to the payment of other obligations issued to pay costs of the Project, but only to the extent that full provision has been made for the payment of principal of the Project Note.

At its sole discretion, the City Council may appropriate to the payment of the Project Note proceeds to be received from state or federal grants and/or income or revenues from sources to be received and expended for the Project during the period of Project construction.

The Project Note is a limited obligation of the City payable solely and only from the Loan Proceeds and shall not constitute a general obligation of the City, nor shall it be payable in any manner by taxation, and under no circumstances shall the City be in any manner liable by reason of the failure of the Loan Proceeds to be sufficient for the payment in whole or in part of the Project Note.

Section 6. Upon a breach or default of a term of the Project Note or any Parity Obligations and this resolution, a proceeding may be brought in law or in equity by suit, action or mandamus to enforce and compel performance of the duties required under the terms of this resolution and Section 76.13 of the Code of Iowa.

Section 7. The City reserves the right to issue additional obligations (the "Parity Obligations") payable from the Loan Proceeds, and ranking on a parity with, the Project Note. The Project Note or any Parity Obligations shall not be entitled to priority or preference one over the other in the application of the Loan Proceeds regardless of the time or times of the issuance of such Project Note or Parity Obligations, it being the intention of the City that there shall be no priority among the Project Note or Parity Obligations, regardless of the fact that they may have been actually issued and delivered at different times.

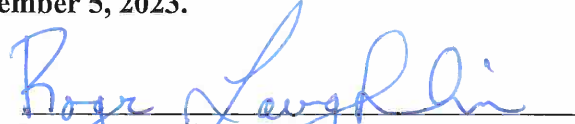
Section 8. The provisions of this resolution shall constitute a contract between the City and the owners of the Project Note and Parity Obligations as may from time to time be outstanding, and after the issuance of the Project Note, no change, variation or alteration of any kind of the provisions of this resolution shall be made without prior consent of the Lender which will adversely affect the owners of the Project Note or Parity Obligations until the Project Note and Parity Obligations and the interest thereon shall have been paid in full.

Section 9. If any section, paragraph, clause or provision of this resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution.

Section 10. All resolutions and orders or parts thereof in conflict with the provisions of this resolution are, to the extent of such conflict, hereby repealed.

Section 11. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved September 5, 2023.



Roger Laughlin, Mayor


Attest:



Leslie Brick, City Clerk

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On motion and vote, the meeting adjourned.



Roger Laughlin, Mayor

Attest:



Leslie Brick, City Clerk