

MINUTES TO AUTHORIZE ISSUANCE
OF 2022B BONDS

422742-51

Marshalltown, Iowa

November 28, 2022

The City Council of the City of Marshalltown, Iowa, met on November 28, 2022, at 5:30 p.m., at the Council Chambers, 10 West State Street, Marshalltown, Iowa.

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

Present: _____

Absent: _____.

After due consideration and discussion, City Clerk Alicia Hunter introduced the following resolution and Council Member _____ 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.

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

Mayor

Attest:

City Clerk

RESOLUTION NO. 2022-327

Resolution authorizing and approving a Loan Agreement, providing for the issuance of \$610,000 Taxable General Obligation Property Restoration Bonds, Series 2022B, and providing for the levy of taxes to pay the same

WHEREAS, the City of Marshalltown (the “City”), in Marshall County, State of Iowa heretofore proposed to enter into a General Obligation Corporate Purpose Loan Agreement (the “Essential Purpose 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 \$9,515,000 for the purpose of purpose of paying the costs, to that extent, of (1) planning, designing and constructing street, alley, bridge, sidewalk, sanitary sewer, storm water drainage and water system improvements; (2) acquiring and installing street lighting, signage and signalization improvements; (3) acquiring, demolishing and/or restoring dangerous, dilapidated and/or abandoned properties; and (4) undertaking improvements to existing municipal parks, including splash pad, concessions, restroom and shelter facilities, parking lots, trails, bridges and sidewalks; and pursuant to law and a notice duly published, the City Council has held a public hearing on such proposal on October 24, 2022; and

WHEREAS, the City also proposed to enter into a loan agreement (the “General Purpose Loan Agreement #1”) and to borrow money thereunder in a principal amount not to exceed \$255,000, pursuant to the provisions of Section 384.24A of the Code of Iowa, for the purpose of paying the costs, to that extent, of constructing and extending recreation trail improvements, and in lieu of calling an election upon such proposal, has published notice of the proposed action and has held a hearing thereon, and as of October 24, 2022, no petition had been filed with the City asking that the question of entering into the General Purpose Loan Agreement #1 be submitted to the registered voters of the City; and

WHEREAS, the City also proposed to enter into a loan agreement (the “General Purpose Loan Agreement #2”) and together with the Essential Purpose Loan Agreement and General Purpose Loan Agreement #1, the “Loan Agreements”) and to borrow money thereunder in a principal amount not to exceed \$400,000, pursuant to the provisions of Section 384.24A of the Code of Iowa, for the purpose of paying the costs, to that extent, of constructing municipal parking lot improvements, and in lieu of calling an election upon such proposal, has published notice of the proposed action and has held a hearing thereon, and as of October 24, 2022, no petition had been filed with the City asking that the question of entering into the General Purpose Loan Agreement #2 be submitted to the registered voters of the City; and

WHEREAS, pursuant to the provisions of Section 384.28 of the Code of Iowa, the City Council has combined the Loan Agreements into a single loan agreement (the “Loan Agreement”) and divided its authority under the Loan Agreement in two, a Tax Exempt Series 2022A Loan Agreement (the “2022A Loan Agreement”) and a Taxable Series 2022B Loan Agreement (the “2022B Loan Agreement”); and

WHEREAS, the City shall issue General Obligation Corporate Purpose Bonds, Series 2022A (the “Series 2022A Bonds”) in evidence of its obligation under the 2022A Loan Agreement; and

WHEREAS, the City shall issue Taxable General Obligation Property Restoration Bonds, Series 2022B Bonds (the “Series 2022B Bonds”) in evidence of its obligations under the 2022B Loan Agreement (collectively hereinafter, the Series 2022A Bonds and the Series 2022B Bonds may be referred to as the “Bonds”); and

WHEREAS, a Preliminary Official Statement (the “P.O.S.”) has been prepared to facilitate the sale of the Bonds to be issued in evidence of the obligations of the City under the 2022A Loan Agreement and the 2022B Loan Agreement, respectively, and the City has made provision for the approval of the P.O.S. and to authorize its use by Speer Financial, Inc., as municipal advisor (the “Municipal Advisor”) to the City; and

WHEREAS, pursuant to advertisement of sale, bids for the purchase of the Series 2022B Bonds were received and canvassed on behalf of the City and the substance of such bids noted in the minutes; and

WHEREAS, upon final consideration of all bids, the bid of Northland Securities, Inc., Minneapolis, Minnesota (the “Purchaser”), was determined to be the best, such bid proposing the lowest interest cost to the City for the Series 2022B Bonds; and

WHEREAS, the Purchaser has executed a certain official bid form/sale agreement (the “Sale Agreement”) with respect to the 2022B Loan Agreement and the Series 2022B Bonds, and the City Council has previously approved the Sale 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 2022B Loan Agreement and to authorize the issuance of the Series 2022B Bonds;

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

Section 1. The City shall enter into the 2022B Loan Agreement with the Purchaser 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 \$610,000 for the purposes set forth in the preamble hereof.

The Mayor and City Clerk are hereby authorized and directed to sign the 2022B Loan Agreement on behalf of the City, and the 2022B Loan Agreement is hereby approved.

Section 2. The Series 2022B Bonds are hereby authorized to be issued in evidence of the obligation of the City under the 2022B Loan Agreement, in the aggregate principal amount of \$610,000, to be dated the date of delivery to the Purchaser, such date anticipated to be December 13, 2022. The Series 2022B Bonds shall be initially issued as a single term bond with final maturity on June 1, 2028, and with mandatory periodic principal installments due on June 1 in each of the years and in such amounts as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2024	\$100,000	2027	\$130,000
2025	\$120,000	2028	\$135,000
2026	\$125,000		

Section 3. UMB Bank, n.a., West Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the Series 2022B 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 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 Series 2022B Bonds are not subject to optional redemption prior to maturity.

The Series Bonds shall bear interest at the per annum rate of 4.80%. Accrued interest on the Series 2022B Bonds shall be payable semiannually on the first day of June and December in each year, commencing December 1, 2023. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the Series 2022B 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 Series 2022B 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 Series 2022B Bonds at the office of the Paying Agent.

The Series 2022B 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 Series 2022B Bonds without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Series 2022B Bonds shall cease to be such officer before the delivery of the Series 2022B 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 Series 2022B 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 Series 2022B 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 Series 2022B 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 Series 2022B Bonds shall be issued initially as Depository Series 2022B 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 Series 2022B 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 Series 2022B Bonds or the City determines not to continue the book-entry system for recording ownership interests in the Series 2022B 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 Series 2022B 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 Series 2022B 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 Series 2022B Bonds.

Ownership interests in the Series 2022B Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Series 2022B Bonds as nominees will not receive certificated Series 2022B 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 Series 2022B Bonds, which will be confirmed in accordance with DTC’s standard procedures. Each such person for which a Participant has an interest in the Series 2022B 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 Series 2022B 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 Series 2022B 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 Series 2022B Bonds acquired. Transfers of ownership interests in the Series 2022B 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 Series 2022B 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 Series 2022B Bonds shall be in substantially the following form:

(Form of Bond)
UNITED STATES OF AMERICA
STATE OF IOWA
MARSHALL COUNTY
CITY OF MARSHALLTOWN

**TAXABLE GENERAL OBLIGATION PROPERTY RESTORATION BOND,
SERIES 2022B**

No. _____ \$610,000

RATE	MATURITY DATE	BOND DATE	CUSIP
3.85%	June 1, 2028	December 13, 2022	572767 E23

The City of Marshalltown (the “City”), in Marshall County, 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 UMB Bank, n.a., West 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 December 1, 2023, 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 Taxable General Obligation Property Restoration Bonds, Series 2022B (the “Series 2022B Bonds”) issued by the City to evidence its obligation under a certain loan agreement, dated as of December 13, 2022 (the “2022B Loan Agreement”), entered into by the City for the purpose of paying the cost, to that extent, of acquiring, demolishing and/or restoring dangerous, dilapidated and/or abandoned properties.

The Series 2022B Bonds shall be initially issued as a single term bond with final maturity on June 1, 2028, and with mandatory periodic principal installments due on June 1 in each of the years and in such amounts as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2024	\$100,000	2027	\$130,000
2025	\$120,000	2028	\$135,000
2026	\$125,000		

The Series 2022B Bonds bear interest at the per annum rate of 4.80%. Accrued interest on the Series 2022B Bonds shall be payable semiannually on the first day of June and December in each year, commencing December 1, 2023. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

The Series 2022B Bonds are issued pursuant to and in strict compliance with the provisions of Chapters 76 and 384 of the Code of Iowa, 2021, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the City Council, adopted on November 28, 2022, authorizing and approving the 2022B Loan Agreement and providing for the issuance and securing the payment of the Series 2022B Bonds (the “Resolution”), and reference is hereby made to the Resolution and the 2022B Loan Agreement for a more complete statement as to the source of payment of the Series 2022B Bonds and the rights of the owners of the Series 2022B Bonds.

The Series 2022B Bonds are not subject to optional redemption prior to maturity.

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 Marshalltown, 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 13, 2022.

CITY OF MARSHALLTOWN, 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 Series 2022B Bonds described in the within-mentioned Resolution.

UMB Bank, n.a.
West 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 Series 2022B 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 Purchaser, upon receipt of the loan proceeds (\$610,000) (the “Loan Proceeds”), and all action heretofore taken in connection with the 2022B Loan Agreement is hereby ratified and confirmed in all respects.

A portion of the Loan Proceeds (\$4,867.80) shall be retained by the Purchaser as the underwriter’s discount.

A portion of the Loan Proceeds (\$599,982.20) (the “Project Proceeds”) received from the sale of the Series 2022B Bonds, shall be deposited in a dedicated fund (the “Project Fund”), which is hereby created, to be used for the payment of costs of acquiring, demolishing and/or restoring dangerous, dilapidated and/or abandoned properties (the “Projects”), and to the extent that 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 Series 2022B Bonds.

The remainder of the Loan Proceeds (\$5,150) (the “Cost of Issuance Proceeds”), received from the sale of the Series 2022B Bonds shall be deposited in the Project Fund, and shall be used for the payment of costs of issuance of the Series 2022B Bonds, and to the extent that Cost of Issuance Proceeds remain after the full payment of the costs of issuance of the Series 2022B Bonds, such Cost of Issuance Proceeds shall be transferred to the Debt Service Fund for the payment of interest on the Series 2022B Bonds.

The City shall keep a detailed and segregated accounting of the expenditure of, and investment earnings on, the Loan Proceeds.

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 Series 2022B Bonds as the same become due, there is hereby ordered levied on all the taxable property in the City the following direct annual tax for collection in each of the following fiscal years:

For collection in the fiscal year beginning July 1, 2023,
sufficient to produce the net annual sum of \$142,944;

For collection in the fiscal year beginning July 1, 2024,
sufficient to produce the net annual sum of \$144,480;

For collection in the fiscal year beginning July 1, 2025,
sufficient to produce the net annual sum of \$143,720;

For collection in the fiscal year beginning July 1, 2026,
sufficient to produce the net annual sum of \$142,720; and

For collection in the fiscal year beginning July 1, 2027,
sufficient to produce the net annual sum of \$141,480.

Section 8. A certified copy of this resolution shall be filed with the County Auditor of Marshall County, and the County Auditor is 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 Series 2022B Bonds hereby authorized and for no other purpose whatsoever.

Pursuant to the provisions of Section 76.4 of the Code of Iowa, each year while the Series 2022B Bonds remain outstanding and unpaid, any funds of the City which may lawfully be applied for such purpose may be appropriated, budgeted and, if received, used for the payment of the principal of and interest on the Series 2022B 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 said purpose and evidenced in the City's budget.

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. 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 Series 2022B Bonds, which exceed \$1,000,000 when aggregated with the Series 2022A Bonds as required by the Rule, 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 11. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 12. This resolution shall be in full force and effect immediately upon its approval and adoption, as provided by law.

Passed and approved November 28, 2022.

Mayor

Attest:

City Clerk

ATTESTATION CERTIFICATE

STATE OF IOWA
COUNTY OF MARSHALL
CITY OF MARSHALLTOWN

SS:

I, the undersigned, City Clerk of the City of Marshalltown, 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 2022B Loan Agreement and providing for the issuance of \$610,000 Taxable General Obligation Property Restoration Bonds, Series 2022B of the City evidencing the City's obligation under the 2022B 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 2022B Loan Agreement, to issue the Series 2022B Bonds or to levy taxes to pay the principal of and interest on the Series 2022B Bonds.

WITNESS MY HAND this _____ day of _____, 2022.

City Clerk

COUNTY FILING CERTIFICATE

STATE OF IOWA

SS:

MARSHALL COUNTY

I, the undersigned, County Auditor of Marshall County, in the State of Iowa, do hereby certify that on the _____ day of _____, 2022, the City Clerk of the City of Marshalltown 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 28, 2022, entitled: “Resolution authorizing and approving a Loan Agreement, providing for the issuance of \$610,000 Taxable General Obligation Property Restoration Bonds, Series 2022B, 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, 2023, and subsequent years as provided in the resolution.

WITNESS MY HAND this _____ day of _____, 2022.

County Auditor

November 22, 2022

Via Email

Alicia Hunter
City Clerk/City Hall
Marshalltown, Iowa

Re: Taxable General Obligation Property Restoration Bonds, Series 2022B
Our File No. 422742-51

Dear Alicia:

We have prepared and attach proceedings to be used at the November 28, 2022 City Council meeting to enable the Council to adopt the resolution (the “Resolution”) approving the 2022B Loan Agreement and providing for the issuance of the Taxable General Obligation Property Restoration Bonds, Series 2022B (the “Series 2022B Bonds”).

The proceedings attached include the following items:

1. Minutes of the meeting followed by the Resolution awarding and issuing the Series 2022B Bonds.

The blanks in the form of Bond, the form of Certificate of Authentication and the form of Assignment included as part of the Resolution should not be completed or executed.

2. Attestation Certificate with respect to the validity of the transcript.

3. County Filing Certificate relating to the filing of a certified copy of this Resolution in the County Auditor’s office. After it is adopted, a certified copy of the Resolution must be filed with the Marshall County Auditor prior to closing on December 13, 2022. An extra copy of the Resolution should be printed for this purpose.

As provided in this Resolution, the County Auditor will have a mandatory duty to make a levy of taxes to pay principal of and interest on the Series 2022B 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 Series 2022B 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 the 2022B Loan Agreement for execution by you and the Mayor. Please print the 2022B Loan Agreement for execution. After it has been signed, please scan and e-mail a copy to us as soon as available for inclusion with the closing materials.

Finally, we are attaching a Registrar and Paying Agent Agreement for you and the Mayor to sign. Please print a copy for execution, after which it should be returned to us by scan and email so that we may forward it to UMB Bank, n.a. for signature prior to closing.

If you have any questions, please contact Erin Regan, Cheryl Ritter or me.

Best regards,

John P. Danos

Attachments

cc: Diana Steiner
Jessica Kinser
Speer Financial, Inc.
Diana VanVleet
Northland Securities, Inc.