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Date February 26, 2007
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A RESOLUTION REGARDING THE ISSUANCE OF NOT TO EXCEED \$4,250,000 IN AGGREGATE PRINCIPAL AMOUNT OF MULTIFAMILY HOUSING REVENUE AND REFUNDING BONDS (LUTHER PARK APARTMENTS INC. PROJECT) OF THE CITY OF DES MOINES, IOWA, DIRECTING PUBLICATION OF NOTICE OF INTENTION TO ISSUE AND CALLING A PUBLIC HEARING ON THE PROPOSAL TO ISSUE SAID BONDS.

WHEREAS, the City of Des Moines, Iowa (the "Issuer") is a municipal corporation and political subdivision organized and existing under the Constitution and laws of the State of Iowa, and is authorized and empowered by Chapter 419 of the Code of Iowa (the "Act"), to issue its bonds and loan the proceeds from the sale of said bonds to one or more parties to be used to finance all or a portion of the cost of acquiring, constructing, improving and equipping a "project", as that term is defined in the Act, including a facility for an organization described in Section (501)(c)(3) of the Internal Revenue Code (the "Code") which is exempt from federal income tax under Section 501(a) of the Code (a "Tax Exempt Organization") and to retire any existing indebtedness and refund any outstanding bonds issued under the Act; and

WHEREAS, the Issuer has been requested by Luther Park Apartments Inc., an Iowa non-profit corporation and a Tax Exempt Organization (the "Borrower"), to authorize and issue its revenue bonds pursuant to the provisions of the Act for the purpose of financing costs of (i) advance refunding all of the Issuer's outstanding Multifamily Housing Revenue Bonds (Luther Park Apartments Inc. Project) Series 1999 (the "Series 1999 Bonds") originally issued to finance the costs of retiring an FHA insured mortgage loan which undertaking was incurred to pay the original costs of constructing multifamily housing units for seniors at 2824 E. 16th Street, Des Moines, Iowa, funding a reserve fund and paying costs of issuance, (ii) making certain capital improvements to the Borrower's Multifamily Housing Facility and Senior Housing Facility located at 2824 E. 16th Street, Des Moines, Iowa, (iii) acquiring certain real property in Des Moines, Iowa (items (ii) and (iii), the "Series 2007 Project"), (iv) funding a reserve fund, and (v) paying costs of issuance and related costs; and

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WHEREAS, based on information provided by the Borrower, the amount necessary to finance all or a portion of the cost of constructing the Series 2007 Project, funding a reserve fund and paying costs of issuance, including necessary expenses incidental thereto, will require the issuance by the Issuer of not to exceed \$4,250,000 aggregate principal amount of its Multifamily Housing Revenue and Refunding Bonds in one or more series (the "Bonds") pursuant to the provisions of the Act, and it is proposed that the Issuer loan said amount to the Borrower under a Loan Agreement between the Issuer and Borrower pursuant to which loan payments will be made by the Borrower in amounts sufficient to pay the principal of, premium, if any, and interest on said Bonds, as and when the same shall be due; and

WHEREAS, the Bonds, if issued, shall be limited obligations of the Issuer, and shall not constitute nor give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing powers, and the principal of, interest and premium, if any, on the Bonds shall be payable solely out of the revenues derived from the Loan Agreement and the Project to be financed by the Bonds; and

WHEREAS, before the Bonds may be issued, it is necessary to conduct a public hearing on the proposal to issue the Bonds, all as required and provided by Section 419.9 of the Act and Section 147(f) of the Code.

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Governing Body of the Issuer as follows:

Section 1. A public hearing shall be conducted on March 26, 2007, at 5:00 P.m., before this Governing Body in the Council Chambers at City Hall on the proposal to issue not to exceed \$4,250,000 aggregate principal amount of the Issuer's Multifamily Housing Revenue and Refunding Bonds (Luther Park Apartments Inc. Project) in one or more series pursuant to the provisions of the Act, for the purpose of (i) advance refunding all of the outstanding Series 1999 Bonds originally issued to finance the costs of retiring an FHA insured mortgage loan which undertaking was incurred to pay the original costs of constructing multifamily housing units for seniors at 2824 E. 16th Street, Des Moines, Iowa, funding a reserve fund and paying costs of issuance, (ii) making certain capital improvements to the Borrower's Multifamily Housing Facility and Senior Housing Facility located at 2824 E. 16th Street, Des Moines, Iowa, (iii) acquiring certain real

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property in Des Moines, Iowa (items (ii) and (iii), the "Series 2007 Project"), (iv) funding a reserve fund, and (v) paying costs of issuance and related costs, including necessary expenses incidental thereto, and all local residents who appear at said hearing shall be given an opportunity to express their views for or against the proposal to issue such Bonds; and at said hearing, or any adjournment thereof, this Governing Body shall adopt a Resolution determining whether or not to proceed with the issuance of said Bonds.

Section 2. The City Clerk of the Issuer is hereby directed to publish one time, not less than 15 days prior to the date fixed for said hearing, in The Des Moines Register, a legal newspaper published and having a general circulation within the Issuer, a Notice of Intention to issue said Bonds in substantially the following form:

Date February 26, 2007

NOTICE OF PUBLIC HEARING ON INTENTION
TO ISSUE
MULTIFAMILY HOUSING REVENUE AND REFUNDING BONDS
(LUTHER PARK APARTMENTS INC. PROJECT)

Notice is hereby given that a public hearing will be conducted before the City Council of the City of Des Moines, Iowa (the "Issuer"), in the Council Chambers at City Hall in said City at 5:00 P.m., on March 26, 2007, on the proposal to issue not to exceed \$4,250,000 principal amount of the Issuer's Multifamily Housing Revenue and Refunding Bonds (Luther Park Apartments Inc. Project), pursuant to the provisions of Chapter 419 of the Code of Iowa, for the purpose of financing the costs of (i) advance refunding all of the Issuer's outstanding Multifamily Housing Revenue Bonds (Luther Park Apartments Inc. Project) Series 1999 (the "Series 1999 Bonds") originally issued to finance the costs of retiring an FHA insured mortgage loan which undertaking was incurred to pay the original costs of constructing multifamily housing units for seniors at 2824 E. 16th Street, Des Moines, Iowa, funding a reserve fund and paying costs of issuance, (ii) making certain capital improvements to the Borrower's Multifamily Housing Facility and Senior Housing Facility owned by Luther Park Apartments Inc., an Iowa non-profit corporation (the "Borrower"), and located at 2824 E. 16th Street in Des Moines, Iowa, (iii) acquiring certain real property located at one or more of the following addresses: 2701-2809, 2706-2718 and 2913-2919, 16th Street in Des Moines, Iowa, (iv) funding a reserve fund and (v) paying costs of issuance and related costs. It is contemplated that a Loan Agreement will be entered into between the Issuer and the Borrower, under which the Issuer will loan to said Borrower the proceeds from the sale of the Bonds in return for loan payments from the Borrower sufficient to pay the principal of, premium, if any, and interest on such Bonds as the same shall fall due.

Such Bonds, if issued, and the interest thereon, will be payable solely out of the revenues derived from the Loan Agreement and shall never constitute an indebtedness of the Issuer within the meaning of any state constitutional provision or statutory limitation, and shall not constitute nor give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing powers.

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All local residents who appear at the hearing shall be given an opportunity to express their views for or against the proposal to issue the Bonds, and at the hearing, or any adjournment thereof, the City Council of the Issuer shall adopt a resolution determining whether or not to proceed with the issuance of the Bonds.

Dated this _____ day of _____, 2007

City Clerk of Des Moines, Iowa

(End of Notice)

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Section 3. Based upon representations of the Borrower, it is reasonably expected that original expenditures for Project costs will be paid from the Borrower's own funds prior to the issuance of the Bonds and the Issuer hereby declares an official intent in accordance with Treasury Regulation 1.150-2 to reimburse such original expenditures with proceeds of the Bonds.

Section 4. Officials of the Issuer are hereby authorized to take such further action as may be necessary to carry out the intent and purpose of this Resolution.

Section 5. All Resolutions and Orders or parts thereof, in conflict herewith are, to the extent of such conflict, hereby repealed, and this Resolution.

(Council Communication No. 07-103)

Moved by: _____ to adopt.

Form approved: _____
Deputy City Attorney

NJACKSON\523213.1\WP\18946005

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
COLEMAN				
HENSLEY				
KIERNAN				
MAHAFFEY				
MEYER				
VLASSIS				
TOTAL				

MOTION CARRIED

APPROVED

Mayor

CERTIFICATE

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

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City Clerk