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Date April 21, 2014

RESOLUTION AUTHORIZING THE APPROVAL AND EXECUTION OF AND DELIVERY OF THE SECOND AMENDED AND RESTATED AGREEMENT FOR THE DES MOINES METROPOLITAN WASTEWATER RECLAMATION AUTHORITY, CONSENTING TO AND RATIFYING AND CONFIRMING THE ISSUANCE OF BONDS BY THE BOARD OF THE DES MOINES METROPOLITAN WASTEWATER RECLAMATION AUTHORITY FOR THE PURPOSE OF CONSTRUCTING IMPROVEMENTS UNDER THE TERMS OF SAID AGREEMENT AND RELATED MATTERS

WHEREAS, the Cities of Altoona, Ankeny, Bondurant, Clive, Des Moines, Johnston, Pleasant Hill and West Des Moines, and Polk County, Warren County, the Urbandale Sanitary Sewer District and the Urbandale-Windsor Heights Sanitary District (the "Constituent Communities") were parties to the Integrated Community Area Agreement dated February 19, 1979 or to one or more of the Supplements thereto (together, the "I.C.A. Agreement"); and

WHEREAS, the Constituent Communities, the City of Norwalk and the Greenfield Plaza/Hills of Coventry Sanitary District entered into the Amended and Restated Agreement for the Des Moines Metropolitan Wastewater Reclamation Authority, effective as of July 1, 2004 (the "Original Agreement"), in order to amend, restate and terminate the I.C.A. Agreement and to provide a "two-tier" utility model of governance for the WRA System; and

WHEREAS, following the effective date, the Cities of Cumming, Polk City and Waukee have joined as parties to the Original Agreement; and

WHEREAS, there has been prepared a Second Amended and Restated Agreement (the "Agreement") which has been prepared, a copy of which is now before this City Council of Des Moines, Iowa and incorporated herein by reference; and

WHEREAS, the Agreement, among other things, continues the WRA as a separate legal entity, describes the Improvements to be constructed and the Bonds proposed to be issued by the Board of the WRA for the purpose of acquiring and constructing the same, and provides a means of allocating the budgeted costs of the WRA to each of the Participating Communities; and

WHEREAS, the Improvements to be constructed under the Agreement have been submitted to the Iowa Department of Natural Resources ("Department") as part of the WRA 2012 Facility Plan; and

WHEREAS, the Department has provided a letter dated February 26, 2014 indicating general agreement with the order and prioritization of the projects within the WRA 2012 Facility Plan, which does not constitute an approval of the submitted schedule or the projects within the Plan as each of the projects listed will require independent facility plan approval and construction permitting from the Department and adjustments to the schedule may be necessary; and

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WHEREAS, a copy of the WRA 2012 Facility Plan has been presented to the City Council of the City of Des Moines, Iowa at this meeting, which has previously been accepted and approved for such purposes by the WRA Board; and

WHEREAS, the WRA Board adopted a resolution approving the Agreement and recommending its approval and execution by the Participating Communities; and

WHEREAS, this City Council of Des Moines, Iowa has reviewed the Agreement and the exhibits thereto and has determined that the approval of the same is in the best interests of the City of Des Moines, Iowa and the residents thereof, and that the (insert governing body) should evidence its approval and ratification, and consent to the issuance of Bonds as provided in the Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE (insert governing body) OF THE CITY COUNCIL OF DES MOINES, IOWA:

Section 1. Definitions. All capitalized terms used in this resolution shall have the meanings given to them in the Agreement.

Section 2. Approval of Agreement. The form and content of the Agreement is in all respects authorized, confirmed and approved, and the Mayor and City Clerk are hereby authorized, empowered and directed to execute, attest, seal and deliver the Agreement for and on behalf of the City of Des Moines, Iowa, and that from and after the execution and delivery of the Agreement, the Mayor and City Clerk are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Agreement, including any such certificates or documents as may be necessary or desirable in order to further evidence the authorization of the City of Des Moines, Iowa with respect to the issuance of any Bonds or Refunding Bonds as provided in the Agreement.

Section 3. Consent to Issuance of Bonds. The City of Des Moines, Iowa hereby consents to and authorizes the Board, pursuant to Section 28F.3 of the Code of Iowa, as amended, (the "Code"), to issue Bonds as and to the extent described in Article XIII, Section 2 of the Agreement, for the purposes of acquiring and constructing the Improvements contemplated by the Agreement, and City of Des Moines, Iowa hereby ratifies and confirms its prior consent to the issuance of all Bonds outstanding on the effective date of the Agreement. The City of Des Moines, Iowa consents to and agrees that such Bonds may be issued and sold by the Board in multiple series, at such times and from time to time over a period of years, in such amounts, to such purchasers and for such purposes, by either public or private sale, at fixed or variable rates of interest as shall be prevailing at the time of issuance of the Bonds, but which shall not exceed 15% in any event, with such covenants and terms and in such form and manner as the Board



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shall determine to be appropriate, in its sole discretion, and in accordance with the Preliminary Bond Offering Schedule attached as Exhibit 53 to the Agreement. The City of Des Moines, Iowa further consents to and authorizes the Board to adjust the principal amount or time of offering of any of the Bonds from the amounts and times set forth in said Exhibit 53 at the time of the sale and issuance of any series of the Bonds in order to respond to changes in the costs, schedule or sequence of construction of the Improvements contemplated by the Agreement, or to market conditions then prevailing, or to otherwise complete the sale on terms deemed advantageous by the Board under the circumstances then and there existing, so long as such modified terms are approved by the Board at the time of sale of the Bonds. Notwithstanding the foregoing grant of discretion to the Board, all Bonds authorized and issued by the Board under the Agreement shall be scheduled to mature so that the aggregate principal amount of all Bonds outstanding on June 30 of each year during the term of the Agreement does not exceed \$675,000,000.

Section 4. Consent to Issuance of Refunding Bonds. In addition to the Bonds authorized in Section 3 hereof, the City of Des Moines, Iowa hereby consents to and authorizes the Board, pursuant to Section 28F.10 of the Code, to issue Refunding Bonds for the purpose of refunding or refinancing any of the Bonds during the term of the Agreement. Such Refunding Bonds may be issued and sold by the Board in multiple series, at such times and from time to time over a period of years, in such amounts, to such purchasers by either public or private sale, at such rates of interest as shall be prevailing at the time of issuance of the Refunding Bonds, but which shall not exceed 15% in any event, with such covenants and terms and for the purpose of refunding or refinancing such series of Bonds as the Board shall determine to be appropriate.

Section 5. Not General Obligations. The principal of and interest on all Bonds and Refunding Bonds issued under the Agreement shall be payable solely from and secured by the net revenues of the WRA System facilities and from other funds of the WRA lawfully available therefore as provided in Section 28F.5 of the Code, or other applicable provisions of law, and the Bonds and Refunding Bonds shall not in any respect be general obligations of the City of Des Moines, Iowa.

Section 6. Allocations of Debt Service. Following the issuance of the Bonds and Refunding Bonds and for so long as any of the Bonds and Refunding Bonds remain outstanding, the Debt Service thereon shall be allocated to the Participating Communities in accordance with Article IX of the Agreement, and the City of Des Moines, Iowa agrees to pay its allocated share of such Debt Service to the WRA at the times set forth in the Agreement.

Section 7. Restriction on Withdrawal. The City of Des Moines, Iowa further agrees that it may not withdraw or in any way terminate, amend or modify in any way its obligations under the Agreement to the detriment of the holders of the Bonds and Refunding Bonds while any of the Bonds and Refunding Bonds are outstanding and unpaid, and the provisions of Section 28F.3 of the Code with respect thereto are hereby approved and accepted.



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Section 8. Approval of WRA 2012 Facility Plan. The form and content of the WRA 2012 Facility Plan are in all respects authorized, confirmed and approved.

Section 9. Certification. A certified copy of this resolution and the executed signature page to the Agreement shall be promptly provided to the Board Clerk of the Des Moines Metropolitan Wastewater Reclamation Authority as contemplated in the Agreement.

Passed and approved this _____ day of _____, 2014.

T.M. Franklin Cownie, Mayor

ATTEST:

Diane Rauh, City Clerk

APPROVED AS TO FORM:

Moved by _____ to adopt.

[Signature of Kathleen Vanderpool]

Kathleen Vanderpool
Assistant City Attorney

(Council Communication No. 14-187)

Table with 5 columns: COUNCIL ACTION, YEAS, NAYS, PASS, ABSENT. Rows include COWNIE, COLEMAN, GATTO, GRAY, HENSLEY, MAHAFFEY, MOORE, and TOTAL.

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.

MOTION CARRIED APPROVED

Mayor

City Clerk