

RESOLUTION NO. 6 19/20

Resolution setting the date for the sale of General Obligation Urban Renewal Bonds, Series 2019 and authorizing the use of a preliminary official statement in connection therewith

WHEREAS, the Board of Supervisors of Osceola County (the "County"), proposes to enter into a General Obligation Urban Renewal Loan Agreement (the "Loan Agreement") and to borrow money thereunder in a principal amount not to exceed \$750,000 pursuant to the provisions of Section 331.402 and Section 331.441(2)(b)(14) of the Code of Iowa for the purpose of paying the costs, to that extent, of carrying out an urban renewal project in the 2003 Urban Renewal District 1 (Spirit Lake Ethanol, LLC a.k.a. Otter Creek Ethanol, LLC) consisting of constructing road and highway improvements for the promotion of economic development and agribusiness expansion (the "Project"), 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 September 17, 2019, no petition had been filed with the County asking that the question of entering into the Loan Agreement be submitted to the registered voters of the County; and

WHEREAS, a Preliminary Official Statement (the "P.O.S.") has been prepared to facilitate the sale of \$750,000 General Obligation Urban Renewal Bonds, Series 2019 (the "Bonds") in evidence of the obligation of the County under the Loan Agreement, and it is now necessary to make provision for the approval of the P.O.S. and to authorize its use by Speer Financial, Inc. (the "Financial Advisor"), as municipal financial advisor to the County; and

WHEREAS, it is now necessary to set the date for the sale of the Bonds and to authorize the Financial Advisor to carry out such sale;

NOW, THEREFORE, Be It Resolved by the Board of Supervisors of Osceola County, as follows:

Section 1. The County Auditor is hereby authorized to take such action as shall be deemed necessary and appropriate with the assistance of the Financial Advisor to prepare the P.O.S. describing the Bonds and providing for the terms and conditions of their sale, and all action heretofore taken in this regard is hereby ratified and approved.

Section 2. The use by the Financial Advisor of the P.O.S. relating to the Bonds in substantially the form as has been presented to and considered by the County is hereby approved, and the Financial Advisor is hereby authorized to prepare and use a final Official Statement for the Bonds substantially in the form of the P.O.S. but with such changes therein as are required to conform the same to the terms of the Bonds and the resolution, when adopted, providing for the sale and issuance of the Bonds, and the County Auditor is hereby authorized and directed to execute a final Official Statement for the Bonds, if requested. The P.O.S. as of its date is deemed final by the County within the meaning of Rule 15(c)(2)-12 of the Securities and Exchange Commission.

Section 3. Pursuant to Section 75.14 of the Code of Iowa, the Board of Supervisors hereby authorizes the Financial Advisor to use electronic bidding procedures for the sale of the Bonds through Speer Auction®, and hereby finds and determines that the Speer Auction® competitive bidding system will provide reasonable security and maintain the integrity of the competitive bidding process and will facilitate the delivery of bids by interested parties under the circumstances of this bond sale.

Section 4. Sealed bids for the purchase of the Bonds shall be received and canvassed on behalf of the County until 10:30 a.m. on September 30, 2019, at the office of the County Auditor, 300 7th Street, Sibley, Iowa and electronic bids will be received on the SpeerAuction website address www.SpeerAuction.com between 10:00 a.m. and 10:30 a.m., C.D.T. on September 30, 2019. The Board of Supervisors shall meet on the same date at 1:00 o'clock p.m., at the Board of Supervisors Room, for the purpose of considering such bids received and considering and passing a resolution providing for the award of the Bonds, and the Financial Advisor is hereby authorized and directed to disseminate the notice of said sale, in compliance with the Internal Revenue Service regulations governing "Issue Price" determinations, such notice to be in substantially the following form:

Section 5. The County Auditor is hereby authorized and directed to publish notice of said sale, as provided by Chapter 75 of the Code of Iowa, in substantially the following form

**NOTICE OF SALE
OSCEOLA COUNTY, IOWA
\$750,000 GENERAL OBLIGATION URBAN RENEWAL BONDS, SERIES 2019**

Bids will be received on behalf of Osceola County, Iowa, on September 30, 2019, for the purchase of \$750,000 General Obligation Urban Renewal Bonds, Series 2019 (the "Bonds") of the County.

Any of the methods set forth below may be used, but no open bids will be accepted:

Sealed Bidding: Sealed bids will be received at the office of the County Auditor, 300 7th Street, Sibley, Iowa 51249 until 10:30 a.m. C.D.T.

Electronic Internet Bidding: Electronic internet bids will be received on the Speer Auction[®] website address www.SpeerAuction.com between 10:00 a.m. and 10:30 a.m. C.D.T.

Electronic Facsimile Bidding: Electronic facsimile bids will be received at facsimile number (319) 291-8628 until 10:30 a.m. C.D.T., and will be sealed and treated as sealed bids.

After the deadline for receipt of bids has passed, sealed bids that have been timely received will be opened and announced, and electronic internet bids will be accessed and announced. All bids will be presented to the Board of Supervisors for consideration at its meeting to be held at 1:00 o'clock p.m. on September 30, 2019, at the Osceola County Board of Supervisors Room.

The County reserves the right to increase or decrease the aggregate principal amount of the issue. Any change will be in increments of \$5,000 and may be made in any of the maturities. The purchase price will be adjusted proportionately to reflect any change in issue size.

The Bonds will be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof, will be dated October 29, 2019, will bear interest payable semiannually on each June 1 and December 1 to maturity, commencing June 1, 2020, and will mature on each June 1 in the following years and amounts:

| <u>Date</u> | <u>Principal</u> | <u>Interest Rate</u> |
|-------------|------------------|----------------------|
| 2021 | \$110,000 | ____% |
| 2022 | \$115,000 | ____% |
| 2023 | \$125,000 | ____% |
| 2024 | \$130,000 | ____% |
| 2025 | \$135,000 | ____% |
| 2026 | \$135,000 | ____% |

Principal of the Bonds maturing on June 1 in each of the years 2025 and 2026, inclusive, is subject to optional redemption prior to and in any order of maturity on June 1, 2024, or on any date thereafter upon terms of par and accrued interest.

All bids must be for not less than a par amount of \$744,000, plus accrued interest. The legal opinion of Dorsey & Whitney LLP, Attorneys, Des Moines, Iowa, will be furnished by the County.

No good faith deposit is required.

The County reserves the right to reject any or all bids and to waive irregularities in any bid.

The Bonds are being issued pursuant to the provisions of Chapters 76 and 331 of the Code of Iowa and will constitute general obligations of the County, payable from taxes levied upon all the taxable property in the County without limitation as to rate or amount.

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 such securities, it has reasonably determined that the issuer or an obligated person has undertaken in writing for the benefit of the holders of such securities to provide certain disclosure information to prescribed information repositories on a continuing basis so long as such securities are outstanding.

On the date of issuance and delivery of the Bonds, the County will execute and deliver a Continuing Disclosure Certificate pursuant to which the County will undertake to comply with the Rule. The County will covenant and agree to comply with and carry out the provisions of the Continuing Disclosure Certificate. All of the officers of the County will be authorized and directed to take any and all actions as may be necessary to comply with the Rule and the Continuing Disclosure Certificate.

Bidders should be aware that the official terms of offering to be published in the Official Statement (the "Official Statement") for the Bonds contain additional bidding terms and information relative to the Bonds. In the event of a variance between statements in this Notice of Sale (except with respect to the time and place of the sale of the Bonds and the principal amount offered for sale) and said official terms of offering, the provisions of the latter shall control.

In order to establish the issue price of the Bonds for federal income tax purposes, the County requires bidders to agree to the following, and by submitting a bid, each bidder agrees to the following:

If a bid is submitted by a potential underwriter, the bidder confirms that (i) the underwriters have offered or reasonably expect to offer the Bonds to the public on or before the date of the award at the offering price (the "initial offering price") for each maturity as set forth in the bid and (ii) the bidder, if it is the winning bidder, shall require any agreement among underwriters, selling group agreement, retail distribution agreement or other agreement relating to the initial sale of the Bonds to the public to which it is a party to include provisions requiring compliance by all parties to such agreements with the provisions contained herein. For purposes hereof, Bonds with a separate CUSIP number constitute a separate "maturity," and the public

does not include underwriters (including members of a selling group or retail distribution group) or persons related to underwriters.

If, however, a bid is submitted for the bidder's own account in a capacity other than as an underwriter of the Bonds, and the bidder has no current intention to sell, reoffer, or otherwise dispose of the Bonds, the bidder shall notify the County to that effect at the time it submits its bid and shall provide a certificate to that effect in place of the certificate otherwise required below.

If the winning bidder intends to act as an underwriter, the County shall advise the winning bidder at or prior to the time of award whether the competitive sale rule applies.

If the County advises the Purchaser that the requirements for a competitive sale have been satisfied and that the competitive sale rule applies, the Purchaser will be required to deliver to the County at or prior to closing an Underwriter's Certificate, substantially in the form attached to the Terms of Offering as Exhibit 1, as to the reasonably expected initial offering price as of the award date.

If the County advises the Purchaser that the requirements for a competitive sale have not been satisfied, the Purchaser shall (1) advise the County as soon as practicable after the award, but on the date of the award, whether the underwriters have sold at least 10% of each maturity of the Bonds to the public at the initial offering price, and, if not, the maturities with respect to which that is not the case (the "Undersold Maturities"); (2) from time to time, and upon one or more requests of the County, inform the County in writing of the amounts, times and prices of sales of Bonds that are Undersold Maturities and whether such sales were to the public until, with respect to a maturity, at least 10% of that maturity has been sold to the public at a single price, or, if earlier, the date on which all Bonds of such Undersold Maturity have been sold to the Public; and (3) at or prior to closing, deliver to the County an Underwriter's Certificate substantially in the form attached to the Terms of Offering as Exhibit 2.

The Bonds will be NOT be subject to the "hold-the-offering-price" rule. Any bid submitted pursuant to the Terms of Proposal shall be considered a firm offer for the purchase of the Bonds, and bids submitted will not be subject to cancellation or withdrawal.

By order of the Board of Supervisors of Osceola County, Iowa.

Rochelle Van Tilburg
County Auditor

Section 6. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

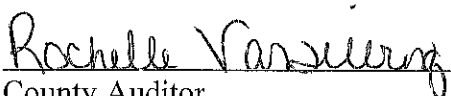
Section 7. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved September 17, 2019.



Chairperson, Board of Supervisors

Attest:



County Auditor