

Resolution No. 15-0325

A RESOLUTION AUTHORIZING THE PREPARATION AND DISTRIBUTION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT RELATING TO THE CITY OF WINDSOR HEIGHTS, IOWA REVENUE AND REFUNDING BONDS (CHILDSERVE PROJECT), SERIES 2015.

WHEREAS, the City of Windsor Heights, Iowa (hereinafter referred to as the "City"), is a municipal corporation and political subdivision organized and existing under the laws and the Constitution of the State of Iowa (the "State"), and is authorized and empowered by Chapter 419 of the Code of Iowa, as amended (hereinafter referred to as the "Act"), to issue revenue bonds and loan the proceeds from the sale of said bonds to one or more parties to be used to defray all or a portion of the cost of acquiring, improving and equipping a "project" (as defined in the Act) located within eight miles of the corporate limits of the City; and

WHEREAS, the City has been requested by ChildServe Inc. and its subsidiaries (the "Borrower") to authorize and issue its Revenue Bonds pursuant to the provisions of the Act for the purpose of providing financing for refunding a portion of the Iowa Finance Authority's (the "Authority") Children's Care Facilities Revenue and Refunding Bonds (ChildServe Project) Series 2006 (the "Existing Bonds"), originally issued in the aggregate principal amount of \$19,920,000 in order to provide financing for (i) renovation and improvement of two existing facilities of the Borrower and construction of a connecting building, (ii) construction or conversion of seven group homes, (collectively, the "Series 2006 Project"); (iii) refunding the Authority's outstanding Children's Care Facilities Revenue Bonds (ChildServe Project) Series 2002A and Variable Rate Demand Children's Care Facilities Revenue Bonds (ChildServe Project) Series 2002B (the "2002 Bonds") originally issued to finance various facilities of the Borrower (the "Series 2002A Project" and, together with the Series 2006 Project, the "Existing Project"), (iv) funding a debt service reserve fund; (v) funding capitalized interest and (vi) paying costs of issuance, (B) funding a debt service reserve fund and (C) paying for costs associated with the issuance of the Bonds. The facilities included in the Existing Project are located at 5406 Merle Hay Road, Johnston, Iowa 50131, 5555 NW 55th Ave, Johnston, Iowa 50131, 7161 Wilshire Blvd, Windsor Heights, Iowa 50324, 2056 SW 35th Street, Ankeny, Iowa 50023, 2164/2168 SW 35th Street, Ankeny, Iowa 50023, 10305 Stonecrest Drive, Johnston, Iowa 50131, 6255 Morningside Drive, Johnston, Iowa 50131, 3100 SE Stone Ridge Drive, Grimes, Iowa 50111 and 5609 Greendale Road, Johnston, Iowa 50131; and

WHEREAS, it has been represented to the City that the amount necessary to refund the Existing Bonds, fund a debt service reserve fund and pay costs of issuance, will require the issuance by the City of not to exceed \$8,000,000 aggregate principal amount of its Revenue Bonds pursuant to the provisions of the Act; and

WHEREAS, it is proposed that the City issue not to exceed \$8,000,000 aggregate principal amount of its Revenue and Refunding Bonds (ChildServe Project), Series 2015 (the "Bonds") pursuant to the Act and loan said amount to the Borrower under a Loan Agreement between the City and the Borrower (the "Loan Agreement"), the obligation of which will be sufficient to pay the principal of and interest and redemption premium, if any, on the Bonds as and when the same shall become due; and

WHEREAS, it is necessary in order to proceed with preparations for the issuance of the Bonds to provide for the preparation, distribution and delivery of a preliminary official statement relating to the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WINDSOR HEIGHTS, IN THE COUNTY OF POLK, STATE OF IOWA:

Section 1. The City Administrator of the City is authorized and directed to prepare for distribution with respect to the Bonds a preliminary official statement (within the meaning of Rule 15c2-12 as promulgated by the Securities and Exchange Commission) and provided such preliminary official statement to D. A. Davidson & Co. (the "Underwriter") for their review prior to any bid for, purchase, offer or sale of the Bonds. Any actions previously taken by the City Administrator with respect thereto are hereby ratified, confirmed and approved.

Section 2. The City Administrator is authorized and directed to execute and deliver, on or about the date of the preliminary official statement, a certificate in substantially the form attached hereto as Exhibit A in order to comply with Rule 15c2-12 as promulgated by the Securities and Exchange Commission. The delivery and execution of a preliminary official statement is hereby ratified, confirmed and approved.

Section 3. The City Administrator of the City is hereby authorized and directed to do any and all things deemed necessary to effect the delivery of the preliminary official statement and to carry out the intent and purposes of this Resolution and any previous actions taken by the City Administrator to effect delivery are hereby ratified, confirmed and approved.

Section 4. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 5. This Resolution shall become effective immediately upon adoption.

Passed and approved this 16th day of March, 2015.

Diana Willits, Mayor

Attest:

Brett Klein, City Administrator

(SEAL)

EXHIBIT A

**RULE 15c2-12 CERTIFICATE OF
THE CITY OF WINDSOR HEIGHTS, IOWA**

The undersigned hereby certifies and represents to D. A. Davidson & Co. (the "Underwriter") that he is the City Administrator of the City of Windsor Heights, Iowa (the "City") and that he is authorized to execute and deliver this Certificate on behalf of the City, and further certifies on behalf of the City to the Underwriter as follows:

1. This Certificate is delivered to enable the Underwriter to comply with Rule 15c2-12 as promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule") in connection with the offering and sale of the City's Revenue and Refunding Bonds (ChildServe Project), Series 2015 (the "Bonds").

2. In connection with the offering and sale of the Bonds, there has been prepared a Preliminary Official Statement, dated _____, 2015, setting forth information concerning the Bonds and the issuer of the Bonds (the "Preliminary Official Statement").

3. As used herein, "Permitted Omissions" shall mean the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, ratings, the identity of the underwriters and other terms of the Bonds and any underlying obligations depending on such matters, all with respect to the Bonds and any underlying obligations.

4. The Preliminary Official Statement is, except for the Permitted Omissions, deemed final as of its date.

5. If, at any time prior to the execution of the final bond purchase agreement, any event occurs as a result of which the Preliminary Official Statement might include an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, the City shall promptly notify the Underwriter thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of March, 2015.

CITY OF WINDSOR HEIGHTS, IOWA

(SEAL)

By: _____
Brett Klein, City Administrator

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I, Brett Klein, City Administrator of Windsor Heights, Iowa, do hereby certify that I have in my possession or have access to the complete corporate records of the City Council of said City; and that I have carefully compared the transcript hereto attached with the aforesaid corporate records and that said transcript hereto attached is a true, correct and complete copy of all of the corporate records showing the action taken with respect to the matters set forth therein by the City Council of said City on March 16, 2015, which proceedings remain in full force and effect, and have not been amended or rescinded in any way; that such meeting was duly and publicly held in accordance with the Notice of Meeting and tentative agenda, a copy of which was timely served on each member of the Council and posted on a bulletin board or other prominent place easily accessible to the public and clearly designated for that purpose at the principal office of the Council (a copy of the face sheet of said agenda being attached hereto) pursuant to the rules of the Council and the provisions of Chapter 21, Code of Iowa, as amended, upon reasonable advance notice to the public and media at least twenty-four (24) hours prior to the commencement of the meeting as required by said law and with members of the public in attendance. I further certify that the individuals named in the attached proceedings were on the date thereof duly and lawfully possessed of their respective offices as indicated therein, that no Council vacancies existed except as may be stated in said proceedings, and that no controversy or litigation is pending, prayed or threatened involving the incorporation, organization, existence or boundaries of the City or the right of the individuals named therein to their respective positions.

WITNESS my hand and the seal of said City hereto affixed this 16th day of March, 2015.

City Administrator of
Windsor Heights, Iowa

(SEAL)