

A RESOLUTION AUTHORIZING THE OFFERING FOR SALE OF TAX-EXEMPT CERTIFICATES OF PARTICIPATION (CITY OF WAYNESVILLE, MISSOURI, LESSEE), SERIES 2021A AND TAXABLE REFUNDING CERTIFICATES OF PARTICIPATION (CITY OF WAYNESVILLE, MISSOURI, LESSEE), SERIES 2021B

WHEREAS, on October 17, 2019, the City Council adopted Resolution #2019-09 stating an intent to incur certain capital expenditures (collectively, the "Capital Improvements") and to finance the Capital Improvements through the sale of tax-exempt obligations; and

WHEREAS, current market conditions make the refinancing of the City's outstanding (a) Certificates of Participation (City of Waynesville, Missouri, Lessee), Series 2014, and (b) Taxable Lease Purchase Agreement dated as of June 25, 2020 between the City, as lessee, and Investing in Community LLC, as lessor (collectively, the "Refundings"), financially beneficial to the City; and

WHEREAS, the City desires to authorize the delivery of (a) Tax-Exempt Certificates of Participation (City of Waynesville, Missouri, Lessee), Series 2021A, and (b) Taxable Refunding Certificates of Participation (City of Waynesville, Missouri, Lessee), Series 2021B (collectively, the "Certificates") for the purpose of paying the costs of (a) the Capital Improvements, (b) the Refundings, and (c) issuing and delivering the Certificates; and

WHEREAS, the City desires to authorize City staff, Stifel, Nicolaus & Company, Incorporated (the "Underwriter") and Gilmore & Bell, P.C. ("Special Tax Counsel") to proceed with the preparation, review and distribution of documents related to the Certificates and for the Underwriter to proceed with the offering for sale of the Certificates.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WAYNESVILLE, AS FOLLOWS:

Section 1. City staff, the Underwriter (including its counsel) and Special Tax Counsel are hereby directed to prepare all documentation necessary and desirable for the sale of the Certificates, including, without limitation, a preliminary official statement (the "Preliminary Official Statement") and a final official statement related to the offering of the Certificates for sale. Upon completion of the Preliminary Official Statement and review by the City Administrator, the Underwriter is hereby authorized to proceed with the offering for sale of the Certificates. The final terms of the Certificates shall be determined and approved by subsequent ordinance of the City Council.

Section 2. For the purpose of enabling the Underwriter to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the Mayor, the City Administrator or another appropriate officer or official of the City is hereby authorized, if requested, (a) to provide the Underwriter a letter or certification to the effect that the City deems the information contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and (b) to take such other actions or execute such other documents as such officers or officials in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirements of such Rule.

Section 3. The Mayor, the City Administrator, the City Clerk and other officers and representatives of the City are hereby authorized and directed to take such other actions as may be necessary to carry out the sale of the Certificates.


Section 4. This Resolution shall be in full force and effect from and after its date of passage.

PASSED AND RESOLVED BY THE CITY COUNCIL OF THE CITY OF WAYNESVILLE THIS ____ DAY OF APRIL, 2021.

By: Dr. Jerry W. Brown
Dr. Jerry Brown, Mayor

ATTEST:

Michele L. Brown
Michele Brown, City Clerk

The seal of Wayne County, Missouri, is circular with a double-line border. The outer ring contains the text "WAYNE COUNTY, MO." at the bottom and "OF WAYNESVILLE" at the top. The center of the seal features a smaller circular emblem with a figure, possibly a Native American, and some text that is difficult to read.