

**A RESOLUTION**

authorizing the offering for sale of approximately \$78,125,000 principal amount of Water and Electric System Refunding Revenue Bonds, Series 2019B, of the City of Columbia, Missouri.

**WHEREAS**, the City of Columbia, Missouri (the “City”), is a constitutional charter city and political subdivision of the State of Missouri, duly created, organized and existing under and by virtue of the Constitution and laws of the State of Missouri, and pursuant to Article VI, Section 27 of the Missouri Constitution and Chapter 250 of the Revised Statutes of Missouri, as amended (the “Act”), now owns and operates a revenue-producing municipal water and electric light works system serving the City and its inhabitants and others within its service area (the “System”); and

**WHEREAS**, the City has previously issued \$16,725,000 original principal amount of Water and Electric System Revenue Bonds, 2009 Series A (the “Series 2009 Bonds”) and \$84,180,000 original principal amount of Water and Electric System Revenue Refunding and Improvement Bonds, 2011 Series A (the “Series 2011 Bonds”); and

**WHEREAS**, the City desires to refund all of the outstanding Series 2009 Bonds and Series 2011 Bonds maturing on October 1, 2020 and thereafter (collectively, the “**Refunded Bonds**”); and

**WHEREAS**, the City now proposes to issue its Water and Electric System Refunding Revenue Bonds, Series 2019B (the “Bonds”), to provide funds to pay the costs of (i) refunding the Refunded Bonds, (ii) funding a debt service reserve account and (iii) issuing the Bonds;

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COLUMBIA, MISSOURI, AS FOLLOWS:**

**SECTION 1.** The City is hereby authorized to offer at competitive public sale approximately \$78,125,000 principal amount of the Bonds, as described in the Notice of Bond Sale attached hereto as **Exhibit A**.

**SECTION 2.** The Finance Director is hereby authorized and directed to receive facsimile or electronic bids for the purchase of the Bonds on September 16, 2019, upon the terms and conditions set forth in the Notice of Bond Sale, and to deliver all bids so received to the City Council at its meeting to be held at 7:00 P.M. on said date, at which meeting the City Council shall review such bids and shall award the sale of the Bonds or reject all bids.

**SECTION 3.** The Notice of Bond Sale is hereby approved in substantially the form attached hereto as **Exhibit A**, and the City Manager or the Finance Director is hereby authorized to execute such Notice of Bond Sale, with such changes and additions thereto as the City Manager or the Finance Director, in consultation with the City’s financial advisor, shall deem necessary or appropriate, and to use such document in connection with the public sale of the Bonds.

**SECTION 4.** The Preliminary Official Statement is hereby approved in substantially the form attached hereto as **Exhibit B**, and the City Manager is hereby authorized to execute such Preliminary Official Statement, with such changes and additions thereto as the City Manager or the Finance Director, in consultation with the City's financial advisor, shall deem necessary or appropriate, and to use such document in connection with the public sale of the Bonds.

**SECTION 5.** The Finance Director is hereby authorized and directed to give notice of the competitive public sale of the Bonds by publishing a summary of the Notice of Bond Sale in a newspaper having general circulation in the City, such publication to be made at least 10 days prior to the date of sale, and by mailing the Notice of Bond Sale to all parties and financial institutions who in the opinion of the Finance Director may be interested in the purchase of the Bonds.

**SECTION 6.** For the purpose of enabling the original purchaser of the Bonds to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the appropriate officers of the City are hereby authorized, if requested, to provide the original purchaser a letter or certification to the effect that the City deems 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 to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the original purchaser to comply with the requirements of such Rule.

**SECTION 7.** The City agrees to provide to the original purchaser of the Bonds, within seven business days of the date of the sale of Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the original purchaser, whichever is earlier, sufficient copies of the final Official Statement to enable the original purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

**SECTION 8.** The City hereby authorizes and empowers the officers and representatives of the City to do all such acts and things and to execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable in order to carry out or comply with the terms and provisions of this Resolution in connection with the structure and sale of the Bonds. All of the acts and undertakings of such officers and representatives which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done shall be and the same are hereby in all respects, ratified, confirmed and approved.

**SECTION 9.** This Resolution shall be in full force and effect from and after its adoption by the City Council.

[Remainder of Page Intentionally Left Blank.]

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

ATTEST:

\_\_\_\_\_  
City Clerk

\_\_\_\_\_  
Mayor and Presiding Officer

APPROVED AS TO FORM:

\_\_\_\_\_  
City Counselor