

ORDINANCE NO. 8-2018

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE BY THE TOWN OF MOORCROFT, WYOMING, OF ITS SEWERAGE REVENUE BOND ANTICIPATION NOTE, SERIES 2018, DATED September 10, 2018, IN THE MAXIMUM PRINCIPAL AMOUNT OF \$1,433,937, IN ANTICIPATION OF THE ISSUANCE BY THE TOWN OF ITS SEWERAGE REVENUE BOND IN THE PRINCIPAL AMOUNT OF \$2,017,000, FOR THE PURPOSE OF PROVIDING A PORTION OF THE COSTS FOR EXTENDING AND IMPROVING THE SEWERAGE SYSTEM OF THE TOWN; APPROVING THE FORM, TERMS AND PROVISIONS OF THE NOTE, A PURCHASE AGREEMENT AND ALL OTHER DOCUMENTS RELATED TO THE ISSUANCE THEREOF; AND AUTHORIZING THE MEMBERS OF THE GOVERNING BODY AND EMPLOYEES OF THE TOWN TO TAKE ANY AND ALL ACTIONS NECESSARY TO EFFECTUATE THE ISSUANCE AND SALE OF SAID NOTE AND THE CONSUMMATION OF SAID TRANSACTIONS.

WHEREAS, the Town of Moorcroft, Wyoming (the "Town") is an incorporated municipality duly organized and existing as a town under and by virtue of the constitution and laws of the State of Wyoming; and

WHEREAS, the Town owns and operates a revenue-producing sewerage treatment facility (the "Sewerage Facility"); and

WHEREAS, the governing body (the "Governing Body") of the Town has determined that it is necessary to (i) replace lagoon aeration equipment and install new disinfection equipment to the existing Sewerage Facility in order to meet regulatory discharge requirements, pursuant to the provisions of Wyo. Stat. §15-7-101(a)(iv), and (ii) pay certain incidental costs incurred in connection with the issuance of interim financing for the improvements to the Sewerage Facility (collectively, the "Sewerage Project"); and

WHEREAS, the estimated cost of such Sewerage Project, along with payment of outstanding loans relating to the Town's Sewerage Facility, is approximately \$3,238,575, and it is anticipated that said cost will be paid by a Rural Utilities Service ("RUS") loan in the amount of \$2,017,000, which will be evidenced by the issuance of the Town's Sewerage Revenue Bond in the principal amount of \$2,017,000 (the "Sewerage Revenue Bond"), a grant from RUS in the amount of \$1,221,000, and a contribution from the Town in the amount of \$575; and

WHEREAS, in order to commence construction of the Sewerage Project, and in anticipation of the sale, issuance and delivery of the Sewerage Revenue Bond to RUS (the "Permanent Financing"), and further in compliance with RD Instruction 1942A (which requires that for all loans exceeding \$50,000, where funds can be borrowed at reasonable interest rates on an interim basis from commercial sources for the construction period, such interim financing may be obtained to preclude the necessity for multiple advances of RUS loan funds), the Governing Body deems it advisable and in the interests of the Town to issue and sell, at private sale, the Town's "Sewerage Revenue Bond Anticipation Note, Series 2018, in the maximum principal amount of \$1,433,937 (the "Series 2018 Anticipation Note" or the "Note") to Points West Community Bank in Torrington, Wyoming, as purchaser (the "Purchaser"), in accordance with its "sophisticated investor" letter dated September 10, 2018 (the "Purchase Agreement"), a copy of which is attached hereto as EXHIBIT

A to ATTACHMENT I of this Authorizing Ordinance and by this specific reference is made a part hereof; and

WHEREAS, the Governing Body hereby determines that it is necessary at this time to confirm the sale of the Series 2018 Anticipation Note and to authorize the issuance thereof;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE TOWN OF MOORCROFT, WYOMING:

Section 1. Authorization. For the purpose of paying part of the cost of the Sewerage Project, and in anticipation of the issuance of the Town's Sewerage Revenue Bond to RUS, the Town shall issue its Series 2018 Anticipation Note and said Note shall be, and the same is, hereby sold to the Purchaser, subject only to review and approval of special counsel. The firm of Freudenthal & Bonds, P.C., of Cheyenne, Wyoming, is hereby designated to act as special counsel for said issue.

Section 2. Approval and Execution of Documents. The Series 2018 Anticipation Note shall be sold to the Purchaser pursuant to the provisions of the Purchase Agreement. The members of the Governing Body are hereby authorized to take such actions and execute and deliver such documents as may be necessary to give effect to this Authorizing Ordinance and issue and deliver the Note, including the Town's Compliance Policy, a copy of which is attached hereto as EXHIBIT B to ATTACHMENT I of this Authorizing Ordinance and by this specific reference is made a part hereof.

Section 3. Ratification and Approval of Prior Action. All actions heretofore taken by the officers and members of the Governing Body and administrative officials of the Town not inconsistent with the provisions of this Authorizing Ordinance, relating to the authorization, sale, issuance and delivery of said Series 2018 Anticipation Note, are hereby ratified, approved and confirmed.

Section 4. Designation of Series 2018 Anticipation Note. The Town has not issued or effected the issuance of, and reasonably anticipates that the Town and all subordinate entities thereof have not and will not issue or effect the issuance of, more than Ten Million Dollars (\$10,000,000) aggregate face amount of tax-exempt obligations during the 2018 calendar year, and hereby designates the Series 2018 Anticipation Note as a "qualified tax-exempt obligation" as defined by Section 265(b)(3) of the Code.

Section 5. S.E.C. Rule 15c2-12. The Town has not prepared and will not disseminate any official statement, prospectus, offering circular or other comprehensive offering statement containing material information with respect to the Town, the Sewerage Project or the Series 2018 Anticipation Note in connection with the sale of the Note, and will not undertake any commitment under SEC Rule 15c2-12 to provide continuing disclosure of material information with respect to the Town, the Sewerage Project or the Note. The purchase of the Note falls within the exceptions to SEC Rule 15c2-12 (the "Rule") in that none of the Rule requirements apply to municipal securities in authorized denominations of \$100,000 or more which are sold to not more than 35 knowledgeable and experienced investors who are not purchasing with a view to distributing the securities.

Section 6. Parties Interested Herein. Nothing in this Authorizing Ordinance expressed or implied is intended or shall be construed to confer upon, or to give or grant to, any person or entity, other than the Town, the Paying Agent and the Registered Owner of the Series 2018

Anticipation Note, any right, remedy or claim under or by reason of this Authorizing Ordinance or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Authorizing Ordinance contained by and on behalf of the Town shall be for the sole and exclusive benefit of the Town, the Paying Agent and the Registered Owner of the Note.

Section 7. Authorizing Ordinance Irrepealable. After said Series 2018 Anticipation Note has been issued, this Authorizing Ordinance shall be irrepealable until both the principal of and the interest on said Note shall be fully paid, satisfied and discharged.

Section 8. Repealer. All orders, bylaws, resolutions and ordinances, or parts thereof in conflict with this Authorizing Ordinance are hereby repealed to the extent that they conflict with this Authorizing Ordinance.

Section 9. Severability. Should any part or provision of this Authorizing Ordinance ever be judicially determined to be invalid or unenforceable, such determination shall not affect the remaining parts and provisions hereof, the intention being that each part or provision of this Authorizing Ordinance is severable.

Section 10. Recording. This Authorizing Ordinance, after its passage and approval, shall be recorded by the Town Clerk/Treasurer in a book kept for that purpose, and said Authorizing Ordinance shall be published as required by law.

Section 11. Effective Date. This Authorizing Ordinance shall be in full force and effect upon its passage and publication.

FIRST READING: August 13, 2018
SECOND READING: August 27, 2018
THIRD READING: September 10, 2018

TOWN OF MOORCROFT, WYOMING



Mayor *Pro-Team*

ATTESTED:



Town Clerk/Treasurer