

RESOLUTION 22-2021

A RESOLUTION DECLARING THE INTENT OF THE CITY OF CLINTON, MISSOURI TO ISSUE CERTIFICATES OF PARTICIPATION TO FINANCE AND REFINANCE THE COSTS OF PROJECTS FOR THE CITY.

WHEREAS, the City of Clinton, Missouri (the "City") has previously delivered several lease financings (the "Prior Leases"), and also desires to construct improvements to the park system (the "Park Projects") and to acquire a fire truck (the "Fire Truck Project"), and has determined that it is in the best financial interest of the City to finance and refinance the costs of the Prior Leases, the Park Projects and Fire Truck Project; and

WHEREAS, the City proposes to issue a series of refunding and improvement certificates of participation (the "Certificates") of the City for such purposes pursuant to either a private placement or negotiated sale; and

WHEREAS, the City has selected the firm of Gilmore & Bell, P.C., to act as special counsel (the "Special Counsel"), and Raymond James & Associates, Inc., as underwriter for any public offering of the Certificates (the "Underwriter") or as placement agent for any direct placement of the Certificates (the "Placement Agent"), for the Certificates and to authorize the Underwriter/Placement Agent to proceed with the offering for sale of the Certificates, including the use and distribution of the Preliminary Official Statement for the Certificates.

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

Section 1. The City Council hereby declares the intent of the City to issue the Certificates to provide funds to pay the costs to refinance the Prior Leases and to finance the costs of the Park Projects and Fire Truck Project.

Section 2. The City hereby authorizes the Special Counsel and the Underwriter/Placement Agent to proceed with the preparation, review and distribution of the Preliminary Official Statement and the final Official Statement or other offering material related to the sale of the Certificates. Upon completion of the preparation of the Preliminary Official Statement, 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 of the City.

Section 3. The City Council hereby authorizes the execution of the final Official Statement by the Mayor, the City Administrator or other appropriate officers of the City with such changes and additions thereto as such officials shall deem necessary or appropriate, such official's signature thereon being conclusive evidence of such official's and the City's approval thereof. The City Council hereby consents to the use and public distribution by the Underwriter of the Preliminary Official Statement and the final Official Statement in connection with the offering for sale of the Certificates.

Section 4. For the purpose of enabling the Underwriter of the Certificates to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the Mayor, the City Administrator or other appropriate officers of the City are hereby authorized, if requested, to provide the Underwriter of the Certificates 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 to take such other actions or execute such other

documents as such officers in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirements of such Rule.

Section 5. The Mayor, the City Administrator and other officers and representatives of the City, the Underwriter and Special Counsel, are hereby authorized and directed to take such other action as may be necessary to carry out the direct placement or public sale and offering of the Certificates, including the purchase of any treasury securities related to the refunding of the Refunded Certificates.

Section 6. This Resolution shall be in full force and effect from and after its adoption by the City Council.

Read and passed this 16th day of November, 2021.



Greg Lowe, Mayor

ATTEST



Wendee Seaton, City

