

**NOTICE OF SALE**  
**CITY OF MARION, IOWA**  
**\$4,510,000 GENERAL OBLIGATION REFUNDING BONDS, SERIES 2017B**

Bids will be received on behalf of the City of Marion, Iowa, until 11:00 a.m. on September 21, 2017, for the purchase of \$4,510,000 General Obligation Refunding Bonds, Series 2017B (the “Bonds”) of the City.

Any of the methods set forth below may be used, but no open bids will be accepted:

**Sealed Bidding:** Sealed bids will be received City Clerk, City Hall, 1225 6<sup>th</sup> Avenue, Marion, Iowa 52302 until 11:00 a.m. C.D.T.

**Electronic Internet Bidding:** Electronic internet bids will be received at the office of the City Clerk, City Hall, 1225 6<sup>th</sup> Avenue, Marion, Iowa 52302, until 11:00 a.m. C.D.T. and must be submitted through PARITY®.

**Electronic Facsimile Bidding:** Electronic facsimile bids will be received at the office of the City Clerk, City Hall, 1225 6<sup>th</sup> Avenue, Marion, Iowa 52302, at facsimile number (319) 377-7892 or at the office of the municipal financial advisor, Independent Public Advisors, LLC, 8805 Chambery Blvd, Suite 300 #114, Johnston, Iowa 50131, at facsimile number (515) 259-8193 until 11:00 a.m. C.D.T., and will be sealed and treated as sealed bids.

After the deadline for receipt of bids has passed, sealed bids that have been timely received will be opened and announced, and electronic internet bids will be accessed and announced. All bids will be presented to the City Council for consideration at its meeting to be held at 5:30 p.m., on September 21, 2017, at the City Hall, Marion.

The City reserves the right to increase or decrease the aggregate principal amount of the issue. Any change will be in increments of \$5,000 and may be made in any of the maturities. The purchase price will be adjusted proportionately to reflect any change in issue size.

The Bonds will be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof, will be dated October 10, 2017, will bear interest payable semiannually on each June 1 and December 1 to maturity, commencing December 1, 2017, and will mature on each June 1 in the following years and amounts:

<u>Date</u>	<u>Principal</u>	<u>Date</u>	<u>Principal</u>
2018	\$645,000	2022	\$485,000
2019	\$685,000	2023	\$495,000
2020	\$705,000	2024	\$505,000
2021	\$475,000	2025	\$515,000

The Bonds are not subject to optional redemption prior to maturity.

All bids must be for not less than a par amount of \$4,494,215, plus accrued interest. The legal opinion of Dorsey & Whitney LLP, Attorneys, Des Moines, Iowa, will be furnished by the City.

A good faith deposit of ONE PERCENT OF PAR (\$45,100) is required of the successful bidder and may be forfeited to the City in the event the successful bidder fails or refuses to take and pay for the Bonds.

The City reserves the right to reject any or all bids and to waive irregularities in any bid.

The Bonds are being issued pursuant to the provisions of Chapter 384 of the Code of Iowa and will constitute general obligations of the City, payable from taxes levied upon all the taxable property in the City without limitation as to rate or amount.

The Securities and Exchange Commission (the “SEC”) has promulgated certain amendments to Rule 15c2-12 under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (the “Rule”) that make it unlawful for an underwriter to participate in the primary offering of municipal securities in a principal amount of \$1,000,000 or more unless, before submitting a bid or entering into a purchase contract for such securities, it has reasonably determined that the issuer or an obligated person has undertaken in writing for the benefit of the holders of such securities to provide certain disclosure information to prescribed information repositories on a continuing basis so long as such securities are outstanding.

On the date of issuance and delivery of the Bonds, the City will execute and deliver a Continuing Disclosure Certificate pursuant to which the City will undertake to comply with the Rule. The City will covenant and agree to comply with and carry out the provisions of the Continuing Disclosure Certificate. All of the officers of the City will be authorized and directed to take any and all actions as may be necessary to comply with the Rule and the Continuing Disclosure Certificate.

Bidders should be aware that the official terms of offering (the “Terms of Offering”) to be published in the Official Statement (the “Official Statement”) for the Bonds contain additional bidding terms and information relative to the Bonds. In the event of a variance between statements in this Notice of Sale (except with respect to the time and place of the sale of the Bonds and the principal amount offered for sale) and said official terms of offering, the provisions of the latter shall control.

In order to establish the issue price of the Bonds for federal income tax purposes, the City requires bidders to agree to the following, and by submitting a bid, each bidder agrees to the following.

If a bid is submitted by a potential underwriter, the bidder confirms that (i) the underwriters have offered or reasonably expect to offer the Bonds to the public on or before the date of the award at the offering price (the “initial offering price”) for each maturity as set forth in the bid and (ii) the bidder, if it is the winning bidder, shall require any agreement among underwriters, selling group agreement, retail distribution agreement or other agreement relating to the initial sale of the Bonds to the public to which it is a party to include provisions requiring compliance by all parties to such agreements with the provisions contained herein. For purposes hereof, Bonds with a separate CUSIP number constitute a separate “maturity,” and the public does not include underwriters (including members of a selling group or retail distribution group) or persons related to underwriters.

If, however, a bid is submitted for the bidder's own account in a capacity other than as an underwriter of the Bonds, and the bidder has no current intention to sell, reoffer, or otherwise dispose of the Bonds, the bidder shall notify the City to that effect at the time it submits its bid and shall provide a certificate to that effect in place of the certificate otherwise required below.

If the winning bidder intends to act as an underwriter, the City shall advise the winning bidder at or prior to the time of award whether the competitive sale rule applies.

If the City advises the Purchaser that the requirements for a competitive sale have been satisfied and that the competitive sale rule applies, the Purchaser will be required to deliver to the City at or prior to closing an Underwriter's Certificate, substantially in the form attached to the Terms of Offering as Exhibit 1, as to the reasonably expected initial offering price as of the award date.

If the City advises the Purchaser that the requirements for a competitive sale have not been satisfied, the Purchaser shall (1) advise the City as soon as practicable after the award, but on the date of the award, whether the underwriters have sold at least 10% of each maturity of the Bonds to the public at the initial offering price, and, if not, the maturities with respect to which that is not the case (the "Undersold Maturities"); (2) from time to time, and upon one or more requests of the City, inform the City in writing of the amounts, times and prices of sales of Bonds that are Undersold Maturities and whether such sales were to the public until, with respect to a maturity, at least 10% of that maturity has been sold to the public at a single price, or, if earlier, the date on which all Bonds of such Undersold Maturity have been sold to the Public; and (3) at or prior to closing, deliver to the City an Underwriter's Certificate substantially in the form attached to the Terms of Offering as Exhibit 2.

**The Bonds will be NOT be subject to the "hold-the-offering-price" rule. Any bid submitted pursuant to the Terms of Proposal shall be considered a firm offer for the purchase of the Bonds, and bids submitted will not be subject to cancellation or withdrawal.**

By order of the City Council of Marion, Iowa.

Wes Nelson  
City Clerk

Section 4. Pursuant to Section 75.14 of the Code of Iowa, the City Council hereby authorizes the use of electronic bidding procedures for the sale of the Bonds through PARITY<sup>®</sup>, and hereby finds and determines that the PARITY<sup>®</sup> competitive bidding system will provide reasonable security and maintain the integrity of the competitive bidding process and will facilitate the delivery of bids by interested parties under the circumstances of this bond sale.

Section 5. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 6. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved September 7, 2017.

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Mayor

Attest:

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City Clerk