

NOTICE OF NOTE SALE

DES MOINES AREA COMMUNITY COLLEGE PLANT FUND CAPITAL LOAN NOTES

The Des Moines Area Community College (Merged Area XI) (the “College”) of the Counties of Adair, Audubon, Boone, Carroll, Cass, Clarke, Crawford, Dallas, Greene, Guthrie, Hamilton, Hardin, Jasper, Lucas, Madison, Mahaska, Marion, Marshall, Polk, Poweshiek, Shelby, Story and Warren (the “Merged Area”), State of Iowa, will receive bids in Room Number 30A of Building Number 1 at the College in Ankeny, Iowa, on July 8, 2019, for the purchase of the following Plant Fund Capital Loan Notes (the “Notes”):

\$40,000,000

Des Moines Area Community College
Plant Fund Capital Loan Notes, Series 2019

The Notes are to be issued for the purpose of financing certain capital improvements by the College.

Sealed and electronic bids for the Notes will be received at the office of the President of the College at any time prior to 10:00 o’clock a.m., Central Daylight Time, on the date of the sale. The most favorable bid will be accepted by the College following the opening of bids and be sold to the most favorable bidder for cash, unless the Board determines to reject the most favorable bid. The most favorable bidder shall be the bidder whose bid produces the lowest true interest cost, computed as the discount rate which, when used with semiannual compounding to determine the present value of the principal and interest payments as of the date of the Notes, produces an amount equal to the purchase price. In the event two or more bids state the lowest true interest cost, the sale of the Notes will be awarded by lot.

The College reserves the right to increase or reduce the principal amount of the Notes to be sold on the date of the sale on the basis of the bids received and market conditions and will adjust the purchase price proportionately. The principal amount will not exceed \$40,500,000.

ELECTRONIC BIDS: The College assumes no responsibility or liability for bids submitted electronically. Notice is hereby given that electronic bids will be received via PARITY®, in the manner described herein, until 10:00 a.m., Central Daylight Time on Monday, July 8, 2019, but no bid will be received after that time.

Electronic facsimile bids will be received at the office of the President of the College (facsimile number 515-965-7022) or at the College’s financial advisor (facsimile number 515-259-8193), until 10:00 a.m., Central Daylight Time on Monday, July 8, 2019, but no bid will be received after that time. Electronic facsimile bids will be sealed and treated as sealed bids.

If any provisions in this Notice of Bond Sale conflicts with information provided by an electronic bidding service, these terms of bond sale shall control. For further information about

electronic bidding or PARITY®, potential bidders may contact Independent Public Advisors, LLC, the College's financial advisor, or i-Deal LLC, 1359 Broadway, Second Floor, New York, New York 10018, (212) 849-5000 or (800) 850-7422.

NOTE DETAILS: The Notes are in the aggregate principal amounts set forth above to be dated the date of delivery, to be in the denomination of \$5,000, or any integral multiple thereof designated by the successful bidder within forty-eight hours of acceptance of the bid, and to mature as follows:

<u>Principal Amount</u>	<u>Maturity (June 1)</u>
\$4,000,000	2020
4,000,000	2021
4,000,000	2022
4,000,000	2023
4,000,000	2024
4,000,000	2025
4,000,000	2026
4,000,000	2026
4,000,000	2028
4,000,000	2029

Interest on the Notes will be payable on December 1, 2019, and semiannually thereafter on each June 1 and December 1 until the principal on the Notes is paid in full. Interest will be computed on the basis of a 360-day year of twelve 30-day months. Principal and interest will be payable by UMB Bank n.a., the Paying Agent for the College.

AUTHORITY: The Notes are issued under the authority of Chapter 260C of the Code of Iowa, as amended, and particularly Section 260C.22 of the Code of Iowa, as amended.

PURPOSE: The proceeds of the issuance of the Notes will be used to finance certain capital improvements to be undertaken by the College, including a portion of the costs of financing certain capital improvements, including: (i) construction and equipping of a Student Life Building and renovation of Building 1 at the College's Urban Campus, (ii) construction of an addition to, and renovation of existing auto labs, classrooms and associated spaces in, Building 13 at the College's Ankeny Campus, and (iii) construction and equipping of an addition to the athletic facility at the College's Boone Campus, as well as to pay costs of issuance. Proceeds may also be used to finance other capital expenditures at the College.

SECURITY: The Notes are secured by the pledge of a special fund of the College into which are deposited the receipts of a special tax previously approved by the voters of the merged area and subsequently extended in accordance with applicable law by the Board of Directors of the College and equal to twenty and one-fourth cents per thousand dollars of assessed value levied on all taxable property in the Merged Area.

PARITY NOTES: The College reserves the right to issue additional notes payable from the same source and ranking on a parity with the Notes.

INTEREST RATE AND BIDDING REQUIREMENTS: The Notes shall bear interest at a rate or rates to be fixed by the bids therefor, expressed in multiples of 1/8 or 1/20 of 1%, or both. No Note shall bear more than one interest rate, all Notes maturing in any one year shall carry the same interest rate, and the rate of interest specified for Notes of any maturity shall not be less than a rate of interest specified for an earlier maturity. No proposal for the purchase of less than all of the Notes or at a price less than \$39,760,000 (99.4%) plus accrued interest will be considered. Each bid shall state the total interest cost, total premium or discount, the net interest cost to the College and the true effective interest rate thereunder, but such statements shall not be considered a part of the bid.

BID SECURITY: A Good Faith Deposit ("Deposit") in an amount equal to \$400,000, is required for each bid to be considered. The lowest bidder is required to submit its Deposit to the College or its Financial Advisor either (i) in the form of a cashier's check payable to the order of the Treasurer of the College prior to the opening of bids, or (ii) by wire transfer as instructed by the College or its financial Advisor not later than 1:30 p.m. Des Moines, Iowa time on the date of sale of the Bonds. If a Deposit is not so received, the College may reject the bid of the lowest bidder and direct that the next lowest bidder submit a Deposit and thereafter award the sale to that bidder. No interest on the Deposit will accrue to any Purchaser. The Deposit will be applied to the purchase price of the Notes. In the event a Purchaser fails to honor its accepted bid, the Deposit will be retained by the College. Checks of the unsuccessful bidders will be promptly returned to each bidder's representative or by registered mail.

REGISTRATION: The Notes will be registered as to principal and interest. Bankers Trust Company, Des Moines, Iowa will act as registrar of the Notes and transfer agent for the College.

PRIOR REDEMPTION: The Notes maturing after June 1, 2026, are subject to redemption prior to their stated maturities, in whole or from time to time in part, in numerical order, on June 1, 2026, or on any date thereafter at the option of the College, upon terms of par plus accrued interest to the date of call.

BOOK ENTRY SYSTEM: The Notes will be issued by means of a book entry system with no physical distribution of Notes made to the public. The Notes will be issued in fully registered form and one Note, representing the aggregate principal amount of the Notes maturing in each year, will be registered in the name of Cede & Co. as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository of the Notes. Individual purchases of the Notes may be made in the principal amount of \$5,000 or any multiple thereof of a single maturity through book entries made on the books and records of DTC and its participants. Principal and interest are payable by the registrar to DTC or its nominee as registered owner of the Notes. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants will be the responsibility of such participants and other nominees of beneficial

owners. The Purchaser, as a condition of delivery of the Notes, will be required to deposit the Notes with DTC.

DELIVERY OF NOTES: The Notes will be delivered, without expense to the purchasers, at any mutually acceptable bank or trust company in the United States, upon full payment in immediately available cash or federal funds. The Notes are expected to be delivered within thirty days after the sale. Should delivery be delayed beyond sixty days from date of sale for any reason, except failure of performance by the purchaser, the purchaser may withdraw its bid and thereafter its interest in and liability for the Notes will cease and its bid security will be returned without interest. When the Notes are ready for delivery, the College may give the successful bidder five working days notice of the delivery date and the College will expect payment in full on that date, otherwise reserving the right at its option to determine that the bidder has failed to comply with the offer of purchase. Accrued interest, if any, to the date of delivery of the Notes shall be paid by the purchaser at the time of delivery.

OFFICIAL STATEMENT: Prior to the date of sale of the Notes, potential underwriters may obtain copies of a preliminary official statement in accordance with Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934 (the "Act"), the notice of sale and official bid form from the Financial Advisor to the College, Independent Public Advisors, LLC, 8805 Chambery Blvd, Suite 300 #114, Johnston, Iowa 50131, (515) 259-8193, or electronically at www.munideals.com. The College will provide the purchaser of the Notes with copies of a final official statement in accordance with Rule 15c2-12(b)(3) under the Act.

ESTABLISHMENT OF ISSUE PRICE: (a) The winning bidder for the Notes shall assist the College in establishing the issue price of the Notes and shall execute and deliver to the College at Closing an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Notes, together with the supporting pricing wires or equivalent communications, in a form and substance satisfactory to the College and Bond Counsel. All actions to be taken by the College under this Notice of Sale to establish the issue price of the Notes may be taken on behalf of the college by the College's Financial Consultant identified herein and any notice or report to be provided to the College may be provided to the College's Financial Consultant.

(b) The College intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) defining "competitive sale" for purposes of establishing the issue price of the Notes) will apply to the initial sale of the Notes (the "competitive sale requirements"). Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Notes, as specified in the bid.

(c) In the event that the competitive sale requirements are not satisfied, the College shall so advise the winning bidder. The winning bidder may determine to treat (i) the first price at which 10% of a maturity of the Notes (the "10% test") is sold to the public as the issue price of that maturity and/or (ii) the initial offering price to the public as of the sale date of any maturity of the Notes as the issue price of that maturity (the "hold-the-offering-price rule"), in each case applied on a maturity-by-maturity basis (and if different interest rates apply within a maturity, to

each separate CUSIP number within that maturity). The winning bidder shall advise the College if any maturity of the Notes satisfies the 10% test as of the date and time of the award of the Notes. The winning bidder shall promptly advise the College, at or before the time of award of the Notes, which maturities (and if different interest rates apply within a maturity, which separate CUSIP number within that maturity) of the Notes shall be subject to the 10% test or shall be subject to the hold-the-offering-price rule. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied.

TAX EXEMPTION. It is anticipated that the interest on the Notes will be excludable from gross income for federal income tax purposes.

CONTINUING DISCLOSURE: The College will agree in the Resolution to be adopted on the date of sale to provide or cause to be provided, in accordance with the requirements of Rule 15c2-12 (the “Rule”) promulgated by the Securities and Exchange Commission, (i) on or prior to January 1, 2020 and on or prior to January 1 of each year thereafter, certain annual financial information and operating data, including audited financial statements for the preceding fiscal year (provided that the College shall not be obligated to provide the audited financial statements referred to herein until the later of January 1 of any year or thirty days after receipt of such audited financial statements by the College), generally consistent with the information contained or cross-referenced in the Official Statement, (ii) timely notice of the occurrence of certain events with respect to the Notes, and (iii) timely notice of a failure by the College (of which the College has knowledge) to provide the required annual financial information on or before the date specified in (i) above. The purchaser’s obligation to purchase Notes shall be conditioned upon its receiving, at or prior to the delivery of the Notes, in form and substance satisfactory to the purchaser, evidence that the College has made the undertaking set forth in the prior sentence in a written agreement or contract for the benefit of the holders of the Notes.

CUSIP NUMBERS: It is anticipated that the Notes will be printed with CUSIP numbers, unless otherwise requested by the purchaser. In no event will the College be responsible for or Bond Counsel or Financial Advisor review or express any opinion of the correctness of such numbers, and incorrect numbers on said Notes shall not be cause for the purchaser to refuse to accept delivery of the Notes.

RATINGS: The Notes will be rated by Moody’s Investors Services, Inc.

LEGAL OPINION: The Notes will be sold subject to the opinion of Davis, Brown, Koehn, Shors & Roberts, P.C. Attorneys of Des Moines, Iowa, which will be furnished without expense to the purchaser of the Notes at the delivery thereof. Except to the extent necessary to issue their opinion as to the legality of the Notes, the attorneys will not examine or review or express any opinion with respect to the accuracy or completeness of documents, materials or statements made or furnished in connection with the sale, issuance or marketing of the Notes.

RIGHTS RESERVED: The right is reserved to reject any and all bids, and to waive any irregularities or terms or conditions as deemed to be in the best interests of the public.

Dated this 10th day of June, 2019.

Carolyn Farlow
Secretary of the Board of Directors of the
Des Moines Area Community College

(end of notice)