CITY OF WEST DES MOINES
CITY COUNCIL MEETING COMMUNICATION

DATE: February 17, 2020

ITEM:

Motion – Approval of Resolution for MWA to Enter into Loan Agreement with Polk County

FINANCIAL IMPACT:

The resolution approves MWA's intent to borrow money in three respects:
1) $24,500,000 to fund the MRF (Material Recover Center)
2) $8,000,000 to refund the outstanding Taxable Revenue Note (Grimes Transfer Station Project), Series 2014 either now, or in the future
3) Authority to issue additional indebtedness not to exceed an aggregate principal amount outstanding at any time of $50,000,000

Should MWA decide to refinance the outstanding balance of the Taxable Revenue Note (Grimes Transfer Station Project), they plan to pay off the loan by 2021. Additionally, the $50,000,000 limit allows MWA to fund additional indebtedness without requesting separate member approval. This provides MWA approximately $17,000,000 for future projects or cell development, if necessary.

BACKGROUND:

For several years the MWA has relied on Mid-America Recycling for the processing and marketing of recyclable materials collected under the MWA Curb-It! program. Due to market volatility and other related issues the MWA has been experiencing contract and business-related challenges with Mid-America Recycling. Since they are a private company and the only recycling processer in the region, the MWA Board has been analyzing the opportunity to take over the processing and recycling of material collected under the Curb-It! program. After reviewing significant data and recommendations the MWA Board voted unanimously to support the financing, construction and operation of an MWA MRF.

OUTSTANDING ISSUES: None

RECOMMENDATION:

- City Council approve the Resolution for MWA to enter into a Loan Agreement with Polk County.

Lead Staff Member: Bret Hodne, Public Services Director

STAFF REVIEWS

Department Director	Bret Hodne, Public Services Director RBH
Appropriations/Finance	Tim Stiles, Finance Director
Legal	Richard Scieszinski, City Attorney
Agenda Acceptance	

PUBLICATION(S) (if applicable)

Published In	
Dates(s) Published	

SUBCOMMITTEE REVIEW (if applicable)

Committee			
Date Reviewed			
Recommendation	Yes	No	Split

METRO WASTE AUTHORITY MEMBER RESOLUTION – CITY

RESOLUTION NO. _____

Resolution authorizing and approving the Des Moines Metropolitan Area Solid Waste Agency d/b/a Metro Waste Authority to enter into a loan agreement and providing for the issuance and securing the payment of a Material Recovery Facility Solid Waste Disposal Revenue Note, Series 2020, in a principal amount not to exceed $24,500,000, refund current outstanding indebtedness and maintain outstanding indebtedness in an aggregate principal amount not to exceed $50,000,000

WHEREAS, the Metro Waste Authority (the "Authority") has proposed to enter into a loan agreement (the "Loan Agreement") in a principal amount not to exceed $24,500,000 in accordance with the provisions of the Authority's Intergovernmental Agreement pursuant to which the Authority was created (the "Intergovernmental Agreement") for the purpose of financing a material recovery facility, related improvements, funding a debt service reserve fund, if necessary, and paying for costs of issuance of a note or bond (the "Series 2020 Note") (collectively referred to as the "Project"); and

WHEREAS, the Authority currently has outstanding an approximately $8,000,000 Taxable Revenue Note (Grimes Solid Waste Transfer Station Project), Series 2014 (the "Series 2014 Note"); and

WHEREAS, the Authority from time to time may find it necessary to fund additional indebtedness and/or to refund outstanding indebtedness for any lawful purpose and in accordance with the Authority's Intergovernmental Agreement; and

WHEREAS, the City of West Des Moines (the "City") is a Member of the Metro Waste Authority and it is necessary for each Member of the Authority to approve incurring indebtedness payable from the net revenues of the Authority;

NOW, THEREFORE, It Is Resolved by the City Council of the City of West Des Moines, Iowa as follows:

Section 1. It is hereby determined that the Authority may enter into a Loan Agreement and issue the Series 2020 Note in an aggregate principal amount not to exceed $24,500,000 with such terms, reserves, provisions, covenants and requirements as shall be determined and approved by resolution of the Board of the Authority.

Section 2. It is hereby determined the Authority may revise, restructure, amend, refund and defease the Series 2014 Note with such terms, reserves, provisions, covenants and requirements as shall be determined and approved by resolution of the Board of the Authority.

Section 3. It is hereby determined the Authority shall be granted the authority to incur indebtedness in any form, in one or more series, and from time to time as shall be determined necessary to carry out the purposes of the Authority with such terms, reserves, provisions, covenants and requirements as shall be determined and approved by resolution of the Board of the Authority. Indebtedness may be issued by the Authority for any lawful purpose as set forth in the Code of Iowa and in accordance with the Intergovernmental Agreement in an aggregate principal amount not to be outstanding at any given time in excess of $50,000,000.

Section 4. Repayment of any indebtedness, incurred pursuant to the authority granted by this Resolution, including the Series 2020 Note, shall be payable solely from net revenues of the Authority. Any indebtedness issued pursuant to this resolution shall not be an obligation of any Member of the Authority and shall not be payable from or constitute a lien against the general fund of any of the Members. No Member shall be in any manner liable by reason of the failure of the net revenues of the Authority to be sufficient for the payment in whole or in part of the indebtedness issued pursuant hereto and the interest thereon.

Indebtedness issued pursuant to the grant of authority provided hereto shall not be a general obligation of the Authority but, together with any additional obligations as may be hereafter issued by the Authority and outstanding from time to time ranking on a parity therewith is payable solely and only from net revenues of the Authority, a sufficient portion of which will be ordered set aside and pledged for that purpose by the Authority.

Section 5. It is the intention of the Authority, when possible, that interest on the Authority's indebtedness, including the Series 2020 Note, be and remain excluded from gross income for federal income tax purposes pursuant to the appropriate provisions of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations in effect with respect thereto (all of the foregoing herein referred to as the "Internal Revenue Code"). In furtherance thereof the Authority, and this Member, covenants to comply with the provisions of the Internal Revenue Code as they may from time to time be in effect or amended and further covenants to comply with applicable future laws, regulations, published rulings and court decisions as may be necessary to insure that the interest on the indebtedness of the Authority will remain excluded from gross income for federal income tax purposes. Any and all of the officers of the Authority are hereby authorized and directed to take any and all actions as may be necessary to comply with the covenants herein contained.

Section 6. The City further certifies when indebtedness of the Authority will be issued as a tax-exempt obligation the City shall recognize a percentage portion of the indebtedness incurred equal to the benefit provided to the City with respect to the indebtedness, to be determined by the Authority upon closing, and will be counted against the City with respect to the City's determination of its compliance with section 265 of the Internal Revenue Code for the calendar year in which the indebtedness is incurred, and to the extent the City plans to issue tax-exempt obligations for its own purposes the City's share of the percentage portion of the Authority's indebtedness will be included for the City's calculation of the City's requirements for compliance with section 265 of the Internal Revenue Code. The City further certifies it shall be the responsibility of the City to maintain compliance with the City's indebtedness regarding compliance with section 265 of the Internal Revenue Code.

Section 7. The City understands and agrees with respect to this resolution that Dorsey & Whitney LLP ("Dorsey") represents the Authority in connection with the purposes of this Resolution and pursuant to the Authority documents, and, the City hereby consents to such representation to the extent such a representation may be a conflict of interest with Dorsey's representation of the City with respect to other matters, and the City hereby waives any such conflict and consents to Dorsey's representation of the Authority with respect to the aforementioned matters.

Section 8. If any section, paragraph, clause or provision of this resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution.

Section 9. All resolutions and orders or parts thereof in conflict with the provisions of this resolution are, to the extent of such conflict, hereby repealed.

Section 10. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved this 17th day of February, 2020.

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Steven K. Gaer, Mayor

ATTEST:

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Ryan T. Jacobson, City Clerk