

**ORDINANCE NO. 3-2021**

**AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE BY THE TOWN OF MOORCROFT, WYOMING, OF ITS SEWERAGE REVENUE BOND, SERIES 2021A, DATED AUGUST 12, 2021, IN THE PRINCIPAL AMOUNT OF \$2,017,000 AND SEWERAGE REVENUE BOND, SERIES 2021B, DATED AUGUST 12, 2021, IN THE PRINCIPAL AMOUNT OF \$1,260,000, FOR THE PURPOSE (I) REFINANCING THE TOWN'S SEWERAGE REVENUE BOND ANTICIPATION NOTE, SERIES 2020, DATED SEPTEMBER 30, 2020, IN THE PRINCIPAL AMOUNT OF \$2,379,463, (II) PAYING COSTS FOR EXTENDING AND IMPROVING THE SEWERAGE FACILITY OF THE TOWN, (III) PAYING CERTAIN OUTSTANDING INDEBTEDNESS OF THE TOWN RELATED TO THE SEWERAGE FACILITY, AND (IV) PAYING CERTAIN INCIDENTAL COSTS INCURRED IN CONNECTION WITH THE FOREGOING; APPROVING THE FORM, TERMS AND PROVISIONS OF THE BONDS, A PURCHASE AGREEMENT AND ALL OTHER DOCUMENTS RELATED TO THE ISSUANCE THEREOF; 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 BONDS 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 of the Town (the "Governing Body") determined that it was necessary to extend and improve the Sewerage Facility; and

**WHEREAS**, in anticipation of permanent financing for the extension and improvement, the Town sold and delivered, at private sale, its "Sewerage Revenue Bond Anticipation Note, Series 2020," in the maximum principal amount of \$2,379,463 (the "Series 2020 Anticipation Note") to Points West Community Bank in Torrington, Wyoming (the "Interim Financing"); and

**WHEREAS**, the Town has fully expended the Interim Financing; and

**WHEREAS**, the Town also has outstanding the following loans from the State of Wyoming related to its Sewerage Facility: CW151 - \$241,098.60; CW170 - \$183,424.24; and JPA 15583 - \$323,145.51 (collectively, the "Outstanding Sewerage Loans"); and

**WHEREAS**, the Governing Body has now determined that it is necessary to provide funds for the purpose of (i) refinancing the Series 2020 Anticipation Note, (ii) paying additional costs for extending and improving the Sewerage Facility, (iii) paying the principal and interest of the Outstanding Sewerage Loans, and (iv) paying certain incidental costs incurred in connection with the foregoing (collectively, the "Sewerage Project"). The estimated cost of such Sewerage Project is approximately \$6,470,958, and it is anticipated that said cost will be paid by (i) Rural Utilities Service ("RUS") loans in the amounts of \$2,017,000 and \$1,260,000, (ii) grants from RUS in the

aggregate amount of \$2,911,931, (iii) a contribution from the Town in the amount of \$198,027, and (iv) an SRL Payment Reduction in the amount of \$84,000. The loans will be will be evidenced by the issuance of the Town's "Sewerage Revenue Bond, Series 2021A," dated August 12, 2021, in the principal amount of \$2,017,000 (the "Series 2021A Bond") and "Sewerage Revenue Bond, Series 2021B," dated August 12, 2021, in the principal amount of \$1,260,000 (the "Series 2021B Bond" and collectively with the Series 2021A Bond, the "Series 2021 Bonds" or the "Bonds"); and

**WHEREAS**, the RUS loans are in an aggregate principal amount that does not exceed the greater of (i) \$5,000,000 or (ii) an amount calculated by multiplying the number of individuals to be served by the municipal sewerage facility times \$1,200, and will be payable solely from revenues generated by the municipal sewerage facility of the Town and the security for the loans will be restricted to a claim on said revenues, and no approval of the electors of the Town is required; and

**WHEREAS**, the Bonds will be sold at private sale to RUS, as purchaser (the "Purchaser"), in accordance with its "sophisticated investor" letter dated August 12, 2021 (the "Investment Letter"), 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 provide for the forms of the Bonds and other details concerning their issuance, confirm the sale of the Bonds and to further authorize the delivery thereof;

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

**Section 1. Authorization.** The Town shall deliver its Series 2021A Bond and Series 2021B Bond, and the same are hereby sold to the Purchaser, subject only to review and approval of bond counsel. The firm of Freudenthal & Bonds, P.C., of Cheyenne, Wyoming, is hereby designated to act as bond counsel for said Bonds.

**Section 2. Approval and Execution of Documents.** The Bonds 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 deliver the Bonds.

**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 Bonds are hereby ratified, approved and confirmed.

**Section 4. Designation of Bonds.** 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 2021 calendar year, and hereby designates the Series 2021 Bonds as "qualified tax-exempt obligations" 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 Bonds in connection with the sale of the Bonds, 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 Bonds. The purchase of the Bonds 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 Bonds, 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 Bonds.

**Section 7. Authorizing Ordinance Irrepealable.** After said Bonds have been delivered, this Authorizing Ordinance shall be irrepealable until both the principal of and the interest on said Bonds 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.

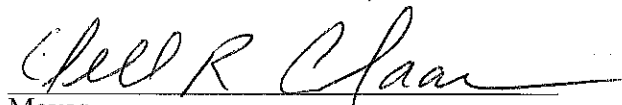
**Section 9. Severability.** Should any part or provision of this Authorizing Ordinance ever be judicially determined to be invalid or unenforceable, such determination shall not affect the remaining parts and provisions hereof, the intention being that each part or provision of this Authorizing Ordinance 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: July 26, 2021  
SECOND READING: July 29, 2021  
THIRD READING: August 6, 2021

TOWN OF MOORCROFT, WYOMING

  
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Mayor

ATTESTED:

  
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Town Clerk/Treasurer