

**BOARD OF SUPERVISORS MEETING
TWENTY-FIFTH MEETING, 2017 SESSION (25)
JUNE 20, 2017**

The Buena Vista County Board of Supervisors met in special session on Tuesday, June 20, 2017 at 8:30 A.M. in the Boardroom with Chairman Huseman presiding, and the following members present: Altena, Merten, Ringgenberg, and with Deputy Auditor Leigh Madsen as clerk for the meeting. Absent, Arends.

Unless otherwise indicated, all of the following **motions** offered at this meeting were carried with the following vote: Ayes: Altena, Huseman, Merten, and Ringgenberg. Nays: none. Abstentions: none

Motion by Altena, second by Ringgenberg, to approve the **utility permit** for Iowa Lakes Coop, Estherville, IA, to upgrade existing service to underground along 40th Ave., Section 27 Maple Valley Township, to 6428 40th St. Carried

Motion by Ringgenberg, second by Altena, to authorize the Chair to sign the Secondary Roads **fuel contract** with Star Energy for \$.15 above rack price delivered to the locations. Carried.

Secondary Road Report: The crews are working on the following projects: driveways, spot graveling, wrapping up the contract graveling, tile repairs, blading & mowing. Wilkinson has had conversations with the DOT regarding the seal crack oil. It appears to be an internal book keeping issue. Wilkinson should be able to get the oil needed for this year out of Spencer.

Motion by Merten, second by Huseman, to approve the **fireworks permit** for Robert Witzke for July 2-4, 2017, with Witzke being responsible for all liability and safety. Carried.

Supervisors Report: Ringgenberg had a DECAT meeting last week.

Motion by Merten, second by Altena, to approve the **non-elected Department Heads** FY'18 salaries, and to reduce Env Health/Zoning Director Kim Johnson's vacation hours to 40. Carried.

Motion by Altena, second by Ringgenberg to approve the **minutes** of 6/13/17, as printed. Carried.

Env Health/Zoning Director Kim Johnson presented information regarding a Minor S/D for O'Bannon Properties in Section 24 of Washington Township. Motion by Ringgenberg, second by Merten, to approve **Resolution #2017-06-20-C**, the Minor S/D for O'Bannon Properties in Section 24 of Washington Township. Carried.

RESOLUTION 2017-06-20-C

WHEREAS Jeff O'Bannon on behalf of O'Bannon Properties has presented a preliminary and final plat (of survey) on the following described property:

DESCRIPTION –LOT H

A TRACT OF LAND LOCATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (NW ¼ NW ¼) OF SECTION 24, TOWNSHIP 91 NORTH, RANGE 37 WEST OF THE 5TH P.M., BUENA VISTA COUNTY, IOWA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Commencing at the Northwest (NW) corner of the Northwest Quarter (NW ¼) of said Section 24; Thence on a previously recorded bearing of South 00°30'33" West, along the West line of said Northwest Quarter (NW ¼), 848.23 feet, to the South line of a previously surveyed tract, being also the Point of Beginning. Thence South 89°29'27" East, along said South line, and its eastern extension, 524.45 feet; Thence South 04°59'05" West, 140.74 feet; Thence South 88°43'40" West, 218.76 feet; Thence South 85°46'44" West, 295.83 feet to the West line of the Northwest Quarter (NW ¼); Thence North 00°30'33" East, along said West line, 171.50 feet to the Point of Beginning.

Hereafter known as Lot H in Section 24, Township 91 North, Range 37 West of the 5th P.M., Buena Vista County, Iowa.

Tract contains 1.82 acres and is subject to all easements of record.

WHEREAS, the final plats meet with the approval of the Board subject only to the following if any: none.

NOW THEREFORE, BE IT RESOLVED by the Buena Vista County, Iowa Board of Supervisors that:

DESCRIPTION –LOT H

A TRACT OF LAND LOCATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (NW ¼ NW ¼) OF SECTION 24, TOWNSHIP 91 NORTH, RANGE 37 WEST OF THE 5TH P.M., BUENA VISTA COUNTY, IOWA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Commencing at the Northwest (NW) corner of the Northwest Quarter (NW ¼) of said Section 24; Thence on a previously recorded bearing of South 00°30'33" West, along the West line of said Northwest Quarter (NW ¼), 848.23 feet, to the South line of a previously surveyed tract, being also the Point of Beginning. Thence South 89°29'27" East, along said South line, and its eastern extension, 524.45 feet; Thence South 04°59'05" West, 140.74 feet; Thence South 88°43'40" West, 218.76 feet; Thence South 85°46'44" West, 295.83 feet to the West line of the Northwest Quarter (NW ¼); Thence North 00°30'33" East, along said West line, 171.50 feet to the Point of Beginning.

Hereafter known as Lot H in Section 24, Township 91 North, Range 37 West of the 5th P.M., Buena Vista County, Iowa, is hereby accepted subject to the following if any: none.

BE IT FURTHER RESOLVED that this Resolution shall be affixed to the final plat of:

DESCRIPTION –LOT H

A TRACT OF LAND LOCATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (NW ¼ NW ¼) OF SECTION 24, TOWNSHIP 91 NORTH, RANGE 37 WEST OF THE 5TH P.M., BUENA VISTA COUNTY, IOWA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Commencing at the Northwest (NW) corner of the Northwest Quarter (NW ¼) of said Section 24; Thence on a previously recorded bearing of South 00°30'33" West, along the West line of said Northwest Quarter (NW ¼), 848.23 feet, to the South line of a previously surveyed tract, being also the Point of Beginning. Thence South 89°29'27" East, along said South line, and its eastern extension, 524.45 feet; Thence South 04°59'05" West, 140.74 feet; Thence South 88°43'40" West, 218.76 feet; Thence South 85°46'44" West, 295.83 feet to the West line of the Northwest Quarter (NW ¼); Thence North 00°30'33" East, along said West line, 171.50 feet to the Point of Beginning.

Hereafter known as Lot H in Section 24, Township 91 North, Range 37 West of the 5th P.M., Buena Vista County, Iowa, and copies of said final plat shall be of record in the appropriate County offices.

PASSED, APPROVED AND ADOPTED this 20th day of June, 2017.

/s/Thomas M. Huseman, Chair, Board of Supervisors ATTEST: /s/ Leigh Madsen, Deputy Auditor

Arends arrived at the meeting at 9:55.

The Buena Vista County Board of Supervisors continued their meeting in the Boardroom with Chairman Huseman presiding, and the following members present: Altena, Arends Merten, Ringgenberg, and with Deputy Auditor Leigh Madsen as clerk for the meeting.

Unless otherwise indicated, all of the following **motions** offered at this meeting were carried with the following vote: Ayes: Altena, Arends, Huseman, Merten, and Ringgenberg. Nays: none. Abstentions: none

Sheriff Kory Elston updated the Board on activities in his department. There will be some upcoming changes for the weapons permits. The civil fees will be increasing on July 1st. The Sheriff department has received funds from the BV Foundation for the purchase of a **drone**. Two officers will receive training. Policy and procedures are being written. Elston told the Board that they have an airboat that is in good shape but does not have a motor. It would make a good platform boat for the dive team as well as a rescue boat. The Jon boat could then be stored in the northern part of the county to be used in case of a river rescue. Elston has located two motors at Shamrock Boats in Carnavon for the air boat. One is a 40Hp Mercury for \$6,150.00 and the other is a 50Hp Mercury for \$6,355.00. Elston does have money in the budget to cover this purchase. Motion by Merten, second by Arends to direct the Sheriff to purchase either the 40 Hp or 50 Hp Mercury, which ever **boat motor** would best serve the need. Carried

Motion by Arends, second by Huseman to approve and direct the Chair to sign the proposed tile repair to **DD #16 Sac, #30 BV, #92 Calhoun** in Section 11 Douglas Township Sac County for \$700.00. Carried.

Genesis Executive Director Terry Johnson updated the Board on **Genesis**. Johnson thanked the Board for their support this past year. Currently all of their clients are employed out in the community. Genesis is currently looking for a Board Member in this part of the state.

Deputy Auditor Leigh Madsen spoke about the Auditor's Office request for **additional space for election equipment**. Madsen reviewed the request letter from Auditor Sue Lloyd. Madsen is requesting the space currently occupied by CAASA in the basement. The election equipment needs to be in a location with better climate control. This location is next to the Public Meeting room where we hold our training for our Precinct Election Workers. This would make it easier to demonstrate our equipment when doing election training. Motion by Altena, second by Merten to assign the space in the basement currently housed by CAASA to the Auditor's Office. Carried.

Hear the Public - Former Veterans Service Officer Clint Hoferman asked the board to sign an application to the VA for medical assistance. Motion by Arends, second by Altena, to direct the Chair to sign the **VA medical assistance form** for Clint Hoferman. Carried.

Treasurer Sherie Elbert requested abatements on the following properties:

Motion by Huseman, second by Altena to **abate taxes** on Parcel #14-04-283-005 in Storm Lake for \$495.00. Carried.

Motion by Arends, second by Ringgenberg to abate taxes on Parcel #03-07-134-001 in Sioux Rapids for \$636.00. Carried

Motion by Merten, second by Altena, to abate taxes on Parcel #01-29-30-009 in Brooke Township \$1,133.00. Carried.

Motion by Arends, second by Ringgenberg to place the parcel back on the suspended tax list and to abate interest of \$68.00 on Parcel #16-20-128-005 in Newell. Carried

Motion by Merten, second by Arends, to abate taxes on 3 mobile homes in Alta that no longer exist on Parcels #70875730 \$520.00, #06L19435 \$460.00, #KB0607A \$1104.00. Carried.

Elbert also informed the Board that they can put a stop on mobile homes if the taxes have not been paid. The taxpayer will not be able to renew a motor vehicle license until the taxes have been paid.

Motion by Ringgenberg, second by Merten to approve and authorize the Chair to sign **Resolution #2017-06-20-A** to Appoint Registrar and Paying \$1,390,000 General Obligation Capital Loan Notes, Series 2017A. Carried.

Resolution #2017-06-20-A

Board Member Ringgenberg introduced the following resolution entitled "RESOLUTION APPOINTING BANKERS TRUST COMPANY OF DES MOINES, IOWA , TO SERVE AS PAYING AGENT, NOTE REGISTRAR, AND TRANSFER AGENT, APPROVING THE PAYING AGENT AND NOTE REGISTRAR AND TRANSFER AGENT AGREEMENT AND AUTHORIZING THE EXECUTION OF THE AGREEMENT", and moved that the resolution be adopted. Board Member Merten seconded the motion to adopt. The roll was called and the vote was,

AYES: Altena, Arends, Huseman, Merten, Ringgenberg

NAYS: None

Whereupon, the Chairperson declared said Resolution duly adopted as follows:

RESOLUTION APPOINTING BANKERS TRUST COMPANY OF DES MOINES, IOWA, TO SERVE AS PAYING AGENT, NOTE REGISTRAR, AND TRANSFER AGENT, APPROVING THE PAYING AGENT AND NOTE REGISTRAR AND TRANSFER AGENT AGREEMENT AND AUTHORIZING THE EXECUTION OF THE AGREEMENT

WHEREAS, \$1,390,000 General Obligation Capital Loan Notes, Series 2017A, dated July 6, 2017, have been sold and action should now be taken to provide for the maintenance of records, registration of certificates and payment of principal and interest in connection with the issuance of the Notes; and

WHEREAS, this Board has deemed that the services offered by Bankers Trust Company of Des Moines, Iowa , are necessary for compliance with rules, regulations, and requirements governing the registration, transfer and payment of registered notes; and

WHEREAS, a Paying Agent, Bond Registrar and Transfer Agent Agreement (hereafter "Agreement") has been prepared to be entered into between the County and Bankers Trust Company.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF BUENA VISTA COUNTY, STATE OF IOWA:

1. That Bankers Trust Company of Des Moines, Iowa is hereby appointed to serve as Paying Agent, Bond Registrar and Transfer Agent in connection with the issuance of \$1,390,000 General Obligation Capital Loan Notes, Series 2017A, dated July 6, 2017.

2. That the Agreement with Bankers Trust Company of Des Moines, Iowa is hereby approved and that the Chairperson and Auditor are authorized to sign the Agreement on behalf of the County.

PASSED AND APPROVED this 20th day of June, 2017.

/s/Thomas M. Huseman, Chair, Board of Supervisors .ATTEST: /s/ Leigh Madsen, Deputy Auditor

Resolution #2017-06-20-B

Motion by Arends, second by Altena to approve and authorize the Chair to sign **Resolution #2017-06-20-B**, Authorizing this issuance of the Notes for \$1,390,000 General Obligation Capital Loan Notes, Series 2017A

Board Member Arends introduced the following Resolution entitled "RESOLUTION AMENDING THE 'RESOLUTION AUTHORIZING THE ISSUANCE OF \$1,920,000 GENERAL OBLIGATION CAPITAL LOAN NOTES, SERIES 2017, AND LEVYING A TAX FOR THE PAYMENT THEREOF', PASSED AND APPROVED ON MARCH 7, 2017 BY SUBSTITUTING A NEW RESOLUTION THEREFOR, APPROVING AND AUTHORIZING A FORM OF LOAN AGREEMENT, AUTHORIZING AND APPROVING THE ISSUANCE OF THE NOTES, AND LEVYING A TAX FOR THE PAYMENT THEREOF AND APPROVING THE TAX EXEMPTION CERTIFICATE AND CONTINUING DISCLOSURE CERTIFICATE " and moved that it be adopted. Board Member Altena seconded the motion to adopt, and the roll being called thereon, the vote was as follows:

AYES: Altena, Arends, Huseman, Merten, Ringgenberg

NAYS: None

Whereupon, the Chairperson declared said Resolution duly adopted as follows:

RESOLUTION AMENDING THE "RESOLUTION AUTHORIZING THE ISSUANCE OF \$1,920,000 GENERAL OBLIGATION CAPITAL LOAN NOTES, SERIES 2017, AND LEVYING A TAX FOR THE PAYMENT THEREOF", PASSED AND APPROVED ON MARCH 7, 2017, BY SUBSTITUTING A NEW RESOLUTION THEREFOR, APPROVING AND AUTHORIZING A FORM OF LOAN AGREEMENT, AUTHORIZING AND APPROVING THE ISSUANCE OF THE NOTES, AND LEVYING A TAX FOR THE PAYMENT THEREOF AND APPROVING THE TAX EXEMPTION CERTIFICATE AND CONTINUING DISCLOSURE CERTIFICATE

WHEREAS, the Issuer is a political subdivision, organized and exists under and by virtue of the laws and Constitution of the State of Iowa; and

WHEREAS, the Issuer is in need of funds to pay costs of public buildings, including the site or grounds of, and the erection, equipment, remodeling, or reconstruction of, and additions or extensions to the buildings, including improvements, renovation, repair and equipping of the Courthouse, essential county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$600,000 be authorized for said purpose(s); and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.443 of the Code of Iowa, this Board has held a public meeting and hearing upon the proposal to institute

proceedings for the issuance of the Notes, and the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the County is in need of funds to pay costs of acquisition of vehicles and equipment for the Public Health, Environmental Health and Zoning and IT Departments, general county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$200,000 be authorized for said purpose(s); and

WHEREAS, the Issuer has a population of more than 20,000 but not more than 50,000, and the Notes for these purposes do not exceed \$200,000; and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.442 of the Code of Iowa, the Board of the County has held public meeting and hearing upon the proposal to institute proceedings for the issuance of Notes for general county purpose(s) in the amounts as above set forth, and, no petition for referendum having been received, the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the County is in need of funds to pay costs of acquisition of vehicles for the Conservation and Weed Departments, general county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$200,000 be authorized for said purpose(s); and

WHEREAS, the Issuer has a population of more than 20,000 but not more than 50,000, and the Notes for these purposes do not exceed \$200,000; and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.442 of the Code of Iowa, the Board of the County has held public meeting and hearing upon the proposal to institute proceedings for the issuance of Notes for general county purpose(s) in the amounts as above set forth, and, no petition for referendum having been received, the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the County is in need of funds to pay costs of acquisition and equipping of vehicles for the Sheriff's Department , general county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$200,000 be authorized for said purpose(s); and

WHEREAS, the Issuer has a population of more than 20,000 but not more than 50,000, and the Notes for these purposes do not exceed \$200,000; and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.442 of the Code of Iowa, the Board of the County has held public meeting and hearing upon the proposal to institute proceedings for the issuance of Notes for general county purpose(s) in the amounts as above set forth, and, no petition for referendum having been received, the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the County is in need of funds to pay costs of improvements and equipping the jail and DHS Annex, acquisition of equipment for the Conservation and Weed Departments, and improvements to Gabrielson Park including bathroom remodel and playground, general county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$200,000 be authorized for said purpose(s); and

WHEREAS, the Issuer has a population of more than 20,000 but not more than 50,000, and the Notes for these purposes do not exceed \$200,000; and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.442 of the Code of Iowa, the Board of the County has held public meeting and hearing upon the proposal to institute

proceedings for the issuance of Notes for general county purpose(s) in the amounts as above set forth, and, no petition for referendum having been received, the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the County is in need of funds to pay costs of acquisition of equipment for the Sheriff's Department, general county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$200,000 be authorized for said purpose(s); and

WHEREAS, the Issuer has a population of more than 20,000 but not more than 50,000, and the Notes for these purposes do not exceed \$200,000; and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.442 of the Code of Iowa, the Board of the County has held public meeting and hearing upon the proposal to institute proceedings for the issuance of Notes for general county purpose(s) in the amounts as above set forth, and, no petition for referendum having been received, the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the Issuer is in need of funds to pay costs of public buildings, including the site or grounds of, and the erection, equipment, remodeling, reconstruction, and additions or extensions to the buildings, including cabins and shelter house renovations in County Parks, essential county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$200,000 be authorized for said purpose(s); and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.443 of the Code of Iowa, this Board has held a public meeting and hearing upon the proposal to institute proceedings for the issuance of the Notes, and the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, the County is in need of funds to pay costs of development, construction and equipping improvements to the Linn Grove Campground to be managed by the County Conservation Board, general county purpose(s), and it is deemed necessary and advisable that General Obligation Capital Loan Notes, to the amount of \$120,000 be authorized for said purpose(s); and

WHEREAS, the Issuer has a population of more than 20,000 but not more than 50,000, and the Notes for these purposes do not exceed \$200,000; and

WHEREAS, pursuant to notice published as required by Sections 331.402 and 331.442 of the Code of Iowa, the Board of the County has held public meeting and hearing upon the proposal to institute proceedings for the issuance of Notes for general county purpose(s) in the amounts as above set forth, and, no petition for referendum having been received, the Board is therefore now authorized to proceed with the issuance of said Notes for such purpose(s); and

WHEREAS, pursuant to Section 331.445 of the Code of Iowa, it is hereby found and determined that the various general obligation capital loan Notes authorized as hereinabove described shall be combined for the purpose of issuance in a single issue of \$1,390,000 General Obligation Capital Loan Notes as hereinafter set forth; and

WHEREAS, the above mentioned Notes were heretofore sold and action should now be taken to issue said Notes conforming to the terms and conditions of the best bid received at the sale.

WHEREAS, on March 7, 2017 the Board of Supervisors of said County did adopt a certain Resolution entitled "RESOLUTION AUTHORIZING THE ISSUANCE OF \$1,920,000 GENERAL OBLIGATION CAPITAL LOAN NOTES, SERIES 2017 AND LEVYING A TAX FOR THE PAYMENT THEREOF"; and

WHEREAS, due to certain changes in the overall financing plans of the County, it is necessary to make numerous changes to the Resolution adopted on March 7, 2017 and, therefore, said Board has adopted a new Resolution to be substituted in its entirety for the Resolution previously adopted on March 7, 2017;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF BUENA VISTA COUNTY, STATE OF IOWA:

Definitions. The following terms shall have the following meanings in this Resolution unless the text expressly or by necessary implication requires otherwise:

- "Authorized Denominations" shall mean \$5,000 or any integral multiple thereof.
- "Beneficial Owner" shall mean, whenever used with respect to a Note, the person in whose name such Note is recorded as the beneficial owner of such Note by a Participant on the records of such Participant or such person's subrogee.
- "Blanket Issuer Letter of Representations" shall mean the Representation Letter from the Issuer to DTC, with respect to the Notes.
- "Cede & Co." shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Notes.
- "Continuing Disclosure Certificate" shall mean that certain Continuing Disclosure Certificate approved under the terms of this Resolution and to be executed by the Issuer and dated the date of issuance and delivery of the Notes, as originally executed and as it may be amended from time to time in accordance with the terms thereof.
- "Depository Notes " shall mean the Notes as issued in the form of one global certificate for each maturity, registered in the Registration Books maintained by the Registrar in the name of DTC or its nominee.
- "DTC" shall mean The Depository Trust Company, New York, New York, which will act as security depository for the Note pursuant to the Representation Letter.
- "Issuer" and "County" shall mean Buena Vista County, State of Iowa.
- "Loan Agreement" shall mean a Loan Agreement between the Issuer and a lender or lenders in substantially the form attached to and approved by this Resolution.
- "Note Fund" shall mean the fund created in Section 3 of this Resolution.
- "Notes" shall mean \$1,390,000 General Obligation Capital Loan Notes, Series 2017A, authorized to be issued by this Resolution.
- "Participants" shall mean those broker-dealers, banks and other financial institutions for which DTC holds Notes as securities depository.
- "Paying Agent" shall mean Bankers Trust Company, or such successor as may be approved by Issuer as provided herein and who shall carry out the duties prescribed herein as Issuer's agent to provide for the payment of principal of and interest on the Notes as the same shall become due.
- "Project" shall mean the costs of:

- a) public buildings, including the site or grounds of, and the erection, equipment, remodeling, or reconstruction of, and additions or extensions to the buildings, including improvements, renovation, repair and equipping of the Courthouse;
- b) acquisition of vehicles and equipment for the Public Health, Environmental Health and Zoning and IT Departments;
- c) acquisition of vehicles for the Conservation and Weed Departments;
- d) acquisition and equipping of vehicles for the Sheriff's Department;
- e) improvements and equipping the jail and DHS Annex, acquisition of equipment for the Conservation and Weed Departments, and improvements to Gabrielson Park including bathroom remodel and playground;
- f) acquisition of equipment for the Sheriff's Department;
- g) public buildings, including the site or grounds of, and the erection, equipment, remodeling, reconstruction, and additions or extensions to the buildings, including cabins and shelter house renovations in County Parks; and
- h) development, construction and equipping improvements to the Linn Grove Campground to be managed by the County Conservation Board.

- "Project Fund" shall mean the fund required to be established by this Resolution for the deposit of the proceeds of the Notes.

- "Rebate Fund" shall mean the fund so defined in and established pursuant to the Tax Exemption Certificate.

- "Registrar" shall mean Bankers Trust Company of Des Moines, Iowa, or such successor as may be approved by Issuer as provided herein and who shall carry out the duties prescribed herein with respect to maintaining a register of the owners of the Notes. Unless otherwise specified, the Registrar shall also act as Transfer Agent for the Notes.

- "Resolution" shall mean this resolution authorizing the Notes.

- "Tax Exemption Certificate" shall mean the Tax Exemption Certificate approved under the terms of this Resolution and to be executed by the Treasurer and delivered at the time of issuance and delivery of the Notes.

- "Treasurer" shall mean the County Treasurer or such other officer as shall succeed to the same duties and responsibilities with respect to the recording and payment of the Notes issued hereunder.

Levy and Certification of Annual Tax; Other Funds to be Used.

Levy of Annual Tax. That for the purpose of providing funds to pay the principal and interest of the Notes hereinafter authorized to be issued, there is hereby levied for each future year the following direct annual tax on all of the taxable property in Storm Lake, Iowa, to-wit:

AMOUNT	FISCAL YEAR (JULY 1 TO JUNE 30) YEAR OF COLLECTION
\$430,098*	2017/2018
\$ 504,700	2018/2019
\$ 510,000	2019/2020

*A levy has been included in the budget previously certified and will be used together with available County funds to pay the principal and interest of the Note coming due in fiscal year 2017/2018.

(NOTE: For example the levy to be made and certified against the taxable valuations of January 1, 2016 will be collected during the fiscal year commencing July 1, 2017.)

Resolution to be Filed With County Auditor. A certified copy of this Resolution shall be filed with the Auditor of Buena Vista County, Iowa and the Auditor is hereby instructed in and for each of the years as provided, to levy and assess the tax hereby authorized in Section 2 of this Resolution, in like manner as other taxes are levied and assessed, and such taxes so levied in and for each of the years aforesaid be collected in like manner as other taxes of the County are collected, and when collected be used for the purpose of paying principal and interest on said Notes issued in anticipation of the tax, and for no other purpose whatsoever, which action requires a modification and change of the levies originally made in accordance with the Note Resolution certified to and filed in the Buena Vista County Auditor's office on March 7, 2017.

Additional County Funds Available. Principal and interest coming due at any time when the proceeds of said tax on hand shall be insufficient to pay the same shall be promptly paid when due from current funds of the County available for that purpose and reimbursement shall be made from such special fund in the amounts thus advanced.

Note Fund. Said tax shall be assessed and collected each year at the same time and in the same manner as, and in addition to, all other taxes in and for the County, and when collected they shall be converted into a special fund within the Debt Service Fund to be known as the "GENERAL OBLIGATION CAPITAL LOAN NOTE FUND NO. 1" (the "Note Fund"), which is hereby pledged for and shall be used only for the payment of the principal of and interest on the Notes hereinafter authorized to be issued; and also there shall be apportioned to said fund its proportion of taxes received by the County from property that is centrally assessed by the State of Iowa.

Application of Note Proceeds. Proceeds of the Notes, other than accrued interest except as may be provided below, shall be credited to the Project Fund and expended therefrom for the purposes of issuance. Any amounts on hand in the Project Fund shall be available for the payment of the principal of or interest on the Notes at any time that other funds shall be insufficient to the purpose, in which event such funds shall be repaid to the Project Fund at the earliest opportunity. Any balance on hand in the Project Fund and not immediately required for its purposes may be invested not inconsistent with limitations provided by law or this Resolution.

Investment of Note Fund Proceeds. All moneys held in the Note Fund, provided for by Section 3 of this Resolution shall be invested in investments permitted by Chapter 12B, Code of Iowa, 2017, as amended, or deposited in financial institutions which are members of the Federal Deposit Insurance Corporation and the deposits in which are insured thereby and all such deposits exceeding the maximum amount insured from time to time by FDIC or its equivalent successor in any one financial institution shall be continuously secured in compliance with Chapter 12C of the Code of Iowa, 2017, as amended, or otherwise by a valid pledge of direct obligations of the United States Government having an equivalent market value. All such interim investments shall mature before the date on which the moneys are required for payment of principal of or interest on the Notes as herein provided.

Note Details, Execution and Redemption.

Note Details. General Obligation Capital Loan Notes of the County in the amount of \$1,390,000, shall be issued to evidence the obligations of the Issuer under the Loan Agreement pursuant to the provisions of Sections 331.402, 331.442, 331.443 and 331.445 of the Code of Iowa for the aforesaid purposes. The Notes shall be issued in one or more series and shall be on a parity and secured equally and ratably from the sources provided in Section 3 of this Resolution. The Notes shall be designated "GENERAL OBLIGATION CAPITAL LOAN NOTE, SERIES 2017A", be dated July 6, 2017, and bear interest from the date thereof, until payment thereof, at the office of the Paying Agent, said interest payable on December 1, 2017, and semiannually thereafter on the 1st day of June and December in each year until maturity at the rates hereinafter provided.

The Notes shall be executed by the manual or facsimile signature of the Chairperson and attested by the manual or facsimile signature of the Auditor, and impressed or printed with the seal of the County and shall be fully registered as to both principal and interest as provided in this Resolution; principal, interest and premium, if any, shall be payable at the office of the Paying Agent by mailing of a check to the registered owner of the Note. The Notes shall be in the denomination of \$5,000 or multiples thereof. The Notes shall mature and bear interest as follows:

Principal Amount	Interest Rate	Maturity June 1st
\$405,000	2.00%	2018
\$485,000	2.00%	2019
\$500,000	2.00%	2020

Redemption. The Notes are not subject to redemption prior to maturity.

Issuance of Notes in Book-Entry Form; Replacement Notes.

Notwithstanding the other provisions of this Resolution regarding registration, ownership, transfer, payment and exchange of the Notes, unless the Issuer determines to permit the exchange of Depository Notes for Notes in Authorized Denominations, the Notes shall be issued as Depository Notes in denominations of the entire principal amount of each maturity of Notes (or, if a portion of said principal amount is prepaid, said principal amount less the prepaid amount). The Notes must be registered in the name of Cede & Co., as nominee for DTC. Payment of semiannual interest for any Notes registered in the name of Cede & Co. will be made by wire transfer or New York Clearing House or equivalent next day funds to the account of Cede & Co. on the interest payment date for the Notes at the address indicated or in the Representation Letter.

The Notes will be initially issued in the form of separate single authenticated fully registered bonds in the amount of each stated maturity of the Notes. Upon initial issuance, the ownership of the Notes will be registered in the registry books of the Bankers Trust Company kept by the Paying Agent and Registrar in the name of Cede & Co., as nominee of DTC. The Paying Agent and Registrar and the Issuer may treat DTC (or its nominee) as the sole and exclusive owner of the Notes registered in its name for the purposes of payment of the principal or redemption price of or interest on the Notes, selecting the Notes or portions to be redeemed, giving any notice permitted or required to be given to registered owners of Notes under the Resolution of the Issuer, registering the transfer of Notes, obtaining any consent or other action to be taken by registered owners of the Notes and for other purposes. The Paying Agent, Registrar and the Issuer have no responsibility or obligation to any Participant or Beneficial Owner of the Notes under or through DTC with respect to the accuracy of records maintained by DTC or any Participant; with respect to the payment by DTC or Participant of an amount of principal or redemption price of or interest on the Notes; with respect to any notice given to owners of Notes under the Resolution; with respect to the Participant(s) selected to receive payment in the event of a partial redemption of the Notes, or a consent given or other action taken by DTC as

registered owner of the Notes. The Paying Agent and Registrar shall pay all principal of and premium, if any, and interest on the Notes only to Cede & Co. in accordance with the Representation Letter, and all payments are valid and effective to fully satisfy and discharge the Issuer's obligations with respect to the principal of and premium, if any, and interest on the Notes to the extent of the sum paid. DTC must receive an authenticated Bond for each separate stated maturity evidencing the obligation of the Issuer to make payments of principal of and premium, if any, and interest. Upon delivery by DTC to the Paying Agent and Registrar of written notice that DTC has determined to substitute a new nominee in place of Cede & Co., the Notes will be transferable to the new nominee in accordance with this Section.

In the event the Issuer determines that it is in the best interest of the Beneficial Owners that they be able to obtain Notes certificates, the Issuer may notify DTC and the Paying Agent and Registrar, whereupon DTC will notify the Participants, of the availability through DTC of Notes certificates. The Notes will be transferable in accordance with this Section. DTC may determine to discontinue providing its services with respect to the Notes at any time by giving notice to the Issuer and the Paying Agent and Registrar and discharging its responsibilities under applicable law. In this event, the Notes will be transferable in accordance with this Section.

Notwithstanding any other provision of the Resolution to the contrary, so long as any Note is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of and premium, if any, and interest on the Note and all notices must be made and given, respectively to DTC as provided in the Representation letter.

In connection with any notice or other communication to be provided to Noteholders by the Issuer or the Paying Agent and Registrar with respect to a consent or other action to be taken by Noteholders, the Issuer or the Paying Agent and Registrar, as the case may be, shall establish a record date for the consent or other action and give DTC notice of the record date not less than 15 calendar days in advance of the record date to the extent possible. Notice to DTC must be given only when DTC is the sole Noteholder.

The Representation Letter is on file with DTC and sets forth certain matters with respect to, among other things, notices, consents and approvals by Noteholders and payments on the Notes. The execution and delivery of the Representation Letter to DTC by the Issuer is ratified and confirmed.

In the event that a transfer or exchange of the Notes is permitted under this Section, the transfer or exchange may be accomplished upon receipt by the Registrar from the registered owners of the Notes to be transferred or exchanged and appropriate instruments of transfer. In the event Note certificates are issued to holders other than Cede & Co., its successor as nominee for DTC as holder of all the Notes, or other securities depository as holder of all the Notes, the provisions of the Resolution apply to, among other things, the printing of certificates and the method or payment of principal of and interest on the certificates. Any substitute depository shall be designated in writing by the Issuer to the Paying Agent. Any such substitute depository shall be a qualified and registered "clearing agency" as provided in Section 17A of the Securities Exchange Act of 1934, as amended. The substitute depository shall provide for (i) immobilization of the Depository Notes, (ii) registration and transfer of interests in Depository Notes by book entries made on records of the depository or its nominee and (iii) payment of principal of, premium, if any, and interest on the Notes in accordance with and as such interests may appear with respect to such book entries.

The officers of the Issuer are authorized and directed to prepare and furnish to the purchaser, and to the attorneys approving the legality of Notes, certified copies of proceedings, ordinances, resolutions and records and all certificates and affidavits and other instruments as may be required to evidence the legality and marketability of the Notes, and all certified copies, certificates, affidavits and other instruments constitute representations of the Issuer as to the correctness of all stated or recited facts.

Registration of Notes; Appointment of Registrar; Transfer; Ownership; Delivery; and Cancellation.

Registration. The ownership of Notes may be transferred only by the making of an entry upon the books kept for the registration and transfer of ownership of the Notes, and in no other way. Bankers Trust Company is hereby appointed as Note Registrar under the terms of this Resolution and under the provisions of a separate agreement with the Issuer filed herewith which is made a part hereof by this reference. Registrar shall maintain the books of the Issuer for the registration of ownership of the Notes for the payment of principal of and interest on the Notes as provided in this Resolution. All Notes shall be negotiable as provided in Article 8 of the Uniform Commercial Code and Section 331.446 of the Code of Iowa, subject to the provisions for registration and transfer contained in the Notes and in this Resolution.

Transfer. The ownership of any Note may be transferred only upon the Registration Books kept for the registration and transfer of Notes and only upon surrender thereof at the office of the Registrar together with an assignment duly executed by the holder or his duly authorized attorney in fact in such form as shall be satisfactory to the Registrar, along with the address and social security number or federal employer identification number of such transferee (or, if registration is to be made in the name of multiple individuals, of all such transferees). In the event that the address of the registered owner of a Note (other than a registered owner which is the nominee of the broker or dealer in question) is that of a broker or dealer, there must be disclosed on the Registration Books the information pertaining to the registered owner required above. Upon the transfer of any such Note, a new fully registered Note, of any denomination or denominations permitted by this Resolution in aggregate principal amount equal to the unmatured and unredeemed principal amount of such transferred fully registered Note, and bearing interest at the same rate and maturing on the same date or dates shall be delivered by the Registrar.

Registration of Transferred Notes. In all cases of the transfer of the Notes, the Registrar shall register, at the earliest practicable time, on the Registration Books, the Notes, in accordance with the provisions of this Resolution.

Ownership. As to any Note, the person in whose name the ownership of the same shall be registered on the Registration Books of the Registrar shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of the principal of any such Notes and the premium, if any, and interest thereon shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note, including the interest thereon, to the extent of the sum or sums so paid.

Cancellation. All Notes which have been redeemed shall not be reissued but shall be cancelled by the Registrar. All Notes which are cancelled by the Registrar shall be destroyed and a certificate of the destruction thereof shall be furnished promptly to the Issuer; provided that if the Issuer shall so direct, the Registrar shall forward the cancelled Notes to the Issuer.

Non-Presentation of Notes. In the event any payment check representing payment of principal of or interest on the Notes is returned to the Paying Agent or if any note is not presented for payment of principal at the maturity or redemption date, if funds sufficient to pay such principal of or interest on Notes shall have been made available to the Paying Agent for the benefit of the owner thereof, all liability of the Issuer to the owner thereof for such interest or payment of such Notes shall forthwith cease, terminate and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the owner of such Notes who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, such interest or Notes. The Paying Agent's obligation to hold such funds shall continue for a period equal to two years and six months following the date on which such interest or principal became due, whether at maturity, or at the date fixed for redemption thereof, or otherwise, at which time the Paying Agent, shall surrender any remaining funds so held to the Issuer, whereupon any

claim under this Resolution by the Owners of such interest or Notes of whatever nature shall be made upon the Issuer.

Registration and Transfer Fees. The Registrar may furnish to each owner, at the Issuer's expense, one note for each annual maturity. The Registrar shall furnish additional Notes in lesser denominations (but not less than the minimum denomination) to an owner who so requests.

Reissuance of Mutilated, Destroyed, Stolen or Lost Notes. In case any outstanding Note shall become mutilated or be destroyed, stolen or lost, the Issuer shall at the request of Registrar authenticate and deliver a new Note of like tenor and amount as the Note so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Note to Registrar, upon surrender of such mutilated Note, or in lieu of and substitution for the Note destroyed, stolen or lost, upon filing with the Registrar evidence satisfactory to the Registrar and Issuer that such Note has been destroyed, stolen or lost and proof of ownership thereof, and upon furnishing the Registrar and Issuer with satisfactory indemnity and complying with such other reasonable regulations as the Issuer or its agent may prescribe and paying such expenses as the Issuer may incur in connection therewith.

Record Date. Payments of principal and interest, otherwise than upon full redemption, made in respect of any Note, shall be made to the registered holder thereof or to their designated agent as the same appear on the books of the Registrar on the 15th day of the month preceding the payment date. All such payments shall fully discharge the obligations of the Issuer in respect of such Notes to the extent of the payments so made. Upon receipt of the final payment of principal, the holder of the Note shall surrender the Note to the Paying Agent.

Execution, Authentication and Delivery of the Notes. Upon the adoption of this Resolution, the Chairperson and Auditor shall execute the Notes by their manual or authorized signature and deliver the Notes to the Registrar, who shall authenticate the Notes and deliver the same to or upon order of the Purchaser. No Note shall be valid or obligatory for any purpose or shall be entitled to any right or benefit hereunder unless the Registrar shall duly endorse and execute on such Note a Certificate of Authentication substantially in the form of the Certificate herein set forth. Such Certificate upon any Note executed on behalf of the Issuer shall be conclusive evidence that the Note so authenticated has been duly issued under this Resolution and that the holder thereof is entitled to the benefits of this Resolution.

No Notes shall be authenticated and delivered by the Registrar unless and until there shall have been provided the following:

1. A certified copy of the resolution of Issuer approving the execution of a Loan Agreement and a copy of the Loan Agreement;
2. A written order of Issuer signed by the Treasurer of the Issuer directing the authentication and delivery of the Notes to or upon the order of the Purchaser upon payment of the purchase price as set forth therein;
3. The approving opinion of Ahlers & Cooney, P.C., Bond Counsel, concerning the validity and legality of all the Notes proposed to be issued.

Right to Name Substitute Paying Agent or Registrar. Issuer reserves the right to name a substitute, successor Registrar or Paying Agent upon giving prompt written notice to each registered noteholder.

Form of Note. Notes shall be printed substantially in the form as follows:

"STATE OF IOWA"
"COUNTY OF BUENA VISTA"
"GENERAL OBLIGATION CAPITAL LOAN NOTE"

"SERIES 2017A"
COUNTY PURPOSE

Rate: _____
Maturity: _____
Note Date: July 6, 2017
CUSIP No.: _____
"Registered"
Certificate No. _____
Principal Amount: \$ _____

Buena Vista County, State of Iowa, a political subdivision organized and existing under and by virtue of the Constitution and laws of the State of Iowa (the "Issuer"), for value received, promises to pay from the source and as hereinafter provided, on the maturity date indicated above, to

(Registration panel to be completed by Registrar or Printer with name of Registered Owner).

or registered assigns, the principal sum of (enter principal amount in long form) THOUSAND DOLLARS in lawful money of the United States of America, on the maturity date shown above, only upon presentation and surrender hereof at the office of Bankers Trust Company, Paying Agent of this issue, or its successor, with interest on the sum from the date hereof until paid at the rate per annum specified above, payable on December 1, 2017, and semiannually thereafter on the 1st day of June and December in each year.

Interest and principal shall be paid to the registered holder of the Note as shown on the records of ownership maintained by the Registrar as of the 15th day of the month preceding such interest payment date. Interest shall be computed on the basis of a 360-day year of twelve 30-day months.

This Note is issued pursuant to the provisions of Sections 331.402, 331.442, 331.443 and 331.445 of the Code of Iowa, for the purpose of paying costs of:

- a) public buildings, including the site or grounds of, and the erection, equipment, remodeling, or reconstruction of, and additions or extensions to the buildings, including improvements, renovation, repair and equipping of the Courthouse;
- b) acquisition of vehicles and equipment for the Public Health, Environmental Health and Zoning and IT Departments;
- c) acquisition of vehicles for the Conservation and Weed Departments;
- d) acquisition and equipping of vehicles for the Sheriff's Department;
- e) improvements and equipping the jail and DHS Annex, acquisition of equipment for the Conservation and Weed Departments, and improvements to Gabrielson Park including bathroom remodel and playground;
- f) acquisition of equipment for the Sheriff's Department;
- g) public buildings, including the site or grounds of, and the erection, equipment, remodeling, reconstruction, and additions or extensions to the buildings, including cabins and shelter house renovations in County Parks; and

h) development, construction and equipping improvements to the Linn Grove Campground to be managed by the County Conservation Board,

and in order to evidence the obligations of the Issuer under a certain Loan Agreement dated the date hereof, in conformity to a Resolution of the Board of said County duly passed and approved. For a complete statement of the revenues and funds from which and the conditions under which this Note is payable, a statement of the conditions under which additional Notes of equal standing may be issued, and the general covenants and provisions pursuant to which this Note is issued, reference is made to the above described Loan Agreement and Resolution.

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a limited purpose trust company ("DTC"), to the Issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other Issuer as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

The Notes are not subject to redemption prior to maturity.

Ownership of this Note may be transferred only by transfer upon the books kept for such purpose by Bankers Trust Company, the Registrar. Such transfer on the books shall occur only upon presentation and surrender of this Note at the office of the Registrar as designated below, together with an assignment duly executed by the owner hereof or his duly authorized attorney in the form as shall be satisfactory to the Registrar. Issuer reserves the right to substitute the Registrar and Paying Agent but shall, however, promptly give notice to registered Noteholders of such change. All notes shall be negotiable as provided in Article 8 of the Uniform Commercial Code and Section 331.446 of the Code of Iowa, subject to the provisions for registration and transfer contained in the Note Resolution.

This Note is a "qualified tax-exempt obligation" designated by the County for purposes of Section 265(b)(3)(B) of the Internal Revenue Code of 1986.

And it is hereby represented and certified that all acts, conditions and things requisite, according to the laws and Constitution of the State of Iowa, to exist, to be had, to be done, or to be performed precedent to the lawful issue of this Note, have been existent, had, done and performed as required by law; that provision has been made for the levy of a sufficient continuing annual tax on all the taxable property within the territory of the Issuer for the payment of the principal and interest of this Note as the same will respectively become due; that such taxes have been irrevocably pledged for the prompt payment hereof, both principal and interest; and the total indebtedness of the Issuer including this Note, does not exceed the constitutional or statutory limitations.

IN TESTIMONY WHEREOF, the Issuer by its Board, has caused this Note to be signed by the manual or facsimile signature of its Chairperson and attested by the manual or facsimile signature of its County Auditor, with the seal of the County printed or impressed hereon, and to be authenticated by the manual signature of an authorized representative of the Registrar, Bankers Trust Company, Des Moines, Iowa.

Date of authentication: _____

This is one of the Notes described in the within mentioned Resolution, as registered by Bankers Trust Company.

BANKERS TRUST COMPANY, Registrar

By: _____

Authorized Signature
Registrar and Transfer Agent: Bankers Trust Company
Paying Agent: Bankers Trust Company

SEE REVERSE FOR CERTAIN DEFINITIONS

(Seal)
(Signature Block)

BUENA VISTA COUNTY, STATE OF IOWA

By: _____ (manual or facsimile signature)
Chairperson

ATTEST:

By: _____ (manual or facsimile signature)
County Auditor

(Information Required for Registration)

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ (Social Security or Tax Identification No. _____) the within Note and does hereby irrevocably constitute and appoint _____ attorney in fact to transfer the said Note on the books kept for registration of the within Note, with full power of substitution in the premises.

Dated: _____

(Person(s) executing this Assignment sign(s) here)

IMPORTANT - READ CAREFULLY

The signature(s) to this Power must correspond with the name(s) as written upon the face of the certificate(s) or note(s) in every particular without alteration or enlargement or any change whatever. Signature guarantee must be provided in accordance with the prevailing standards and procedures of the Registrar and Transfer Agent. Such standards and procedures may require signature to be guaranteed by certain eligible guarantor institutions that participate in a recognized signature guarantee program.

INFORMATION REQUIRED FOR REGISTRATION OF TRANSFER

Name of Transferee(s)
Address of Transferee(s)
Social Security or Tax Identification
Number of Transferee(s)
Transferee is a(n):
Individual*
Partnership

Corporation
Trust

*If the Note is to be registered in the names of multiple individual owners, the names of all such owners and one address and social security number must be provided.

The following abbreviations, when used in the inscription on the face of this Note, shall be construed as though written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with rights of survivorship and not as tenants in common
IA UNIF TRANS MIN ACT - Custodian
(Cust) (Minor)
Under Iowa Uniform Transfers to Minors Act..... (State)

ADDITIONAL ABBREVIATIONS MAY
ALSO BE USED THOUGH NOT IN THE ABOVE LIST

(End of form of Note)

Loan Agreement and Closing Documents. The form of Loan Agreement in substantially the form attached to this Resolution is hereby approved and is authorized to be executed and issued on behalf of the Issuer by the Chairperson and attested by the County Auditor. The Chairperson and County Auditor are authorized and directed to execute, attest, seal and deliver for and on behalf of the County any other additional certificates, documents, or other papers and perform all other acts, including without limitation the execution of all closing documents, as they may deem necessary or appropriate in order to implement and carry out the intent and purposes of this Resolution.

Contract Between Issuer and Purchaser. This Resolution constitutes a contract between said County and the purchaser of the Notes.

Non-Arbitrage Covenants. The Issuer reasonably expects and covenants that no use will be made of the proceeds from the issuance and sale of the Notes issued hereunder which will cause any of the Notes to be classified as arbitrage notes within the meaning of Sections 148(a) and (b) of the Internal Revenue Code of the United States, as amended, and that throughout the term of the Notes it will comply with the requirements of statutes and regulations issued thereunder.

To the best knowledge and belief of the Issuer, there are no facts or circumstances that would materially change the foregoing statements or the conclusion that it is not expected that the proceeds of the Notes will be used in a manner that would cause the Notes to be arbitrage notes.

Approval of Tax Exemption Certificate. Attached hereto is a form of Tax Exemption Certificate stating the Issuer's reasonable expectations as to the use of the proceeds of the Notes. The form of Tax Exemption Certificate is approved. The Issuer hereby agrees to comply with the provisions of the Tax Exemption Certificate and the provisions of the Tax Exemption Certificate are hereby incorporated by reference as part of this Resolution. The County Treasurer is hereby directed to make and insert all calculations and determinations necessary to complete the Tax Exemption Certificate at issuance of the Notes to certify as to the reasonable expectations and covenants of the Issuer at that date.

Continuing Disclosure. The Issuer hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate, and the provisions of the Continuing Disclosure Certificate are hereby incorporated by reference as part of this Resolution and made a part hereof. Notwithstanding any other provision of this Resolution, failure of the Issuer to comply with the Continuing Disclosure Certificate shall not be considered an event of default under this Resolution; however, any holder of the Notes or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the Issuer to comply with its obligations under the Continuing Disclosure Certificate. For purposes of this section, "Beneficial Owner"

means any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Note (including persons holding Notes through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Notes for federal income tax purposes.

Additional Covenants, Representations and Warranties of the Issuer. The Issuer certifies and covenants with the purchasers and holders of the Notes from time to time outstanding that the Issuer through its officers, (a) will make such further specific covenants, representations and assurances as may be necessary or advisable; (b) comply with all representations, covenants and assurances contained in the Tax Exemption Certificate, which Tax Exemption Certificate shall constitute a part of the contract between the Issuer and the owners of the Notes; (c) consult with Bond Counsel (as defined in the Tax Exemption Certificate); (d) pay to the United States, as necessary, such sums of money representing required rebates of excess arbitrage profits relating to the Notes; (e) file such forms, statements and supporting documents as may be required and in a timely manner; and (f) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys and other persons to assist the Issuer in such compliance.

Amendment of Resolution to Maintain Tax Exemption. This Resolution may be amended without the consent of any owner of the Notes if, in the opinion of Bond Counsel, such amendment is necessary to maintain tax exemption with respect to the Notes under applicable Federal law or regulations.

Qualified Tax-Exempt Obligations. For the sole purpose of qualifying the Notes as "Qualified Tax-Exempt Obligations" pursuant to Section 265(b)(3)(B) of the Internal Revenue Code of the United States, the Issuer hereby designates the Notes as qualified tax-exempt obligations and represents that the reasonably anticipated amount of tax-exempt governmental and qualified 501(c)(3) obligations which will be issued during the current calendar year will not exceed Ten (10) Million Dollars.

Repeal of Conflicting Resolutions or Ordinances. All ordinances and resolutions and parts of ordinances and resolutions in conflict herewith are hereby repealed.

Severability Clause. If any section, paragraph, clause or provision of this Resolution be held invalid, such invalidity shall not affect any of the remaining provisions hereof, and this Resolution shall become effective immediately upon its passage and approval.

PASSED AND APPROVED this 20th day of June, 2017.

/s/Thomas M. Huseman, Chair, Board of Supervisors .ATTEST: /s/ Leigh Madsen, Deputy Auditor

Motion by Merten, second by Arends to approve and authorize the Chair to sign the **Tax Exemption Certificate** for \$1,390,000 General Obligation Capital Loan Notes, Series 2017A. Carried.

Motion by Merten, second by Altena to approve and authorize the Chair to sign the **Continuing Disclosure Certificate** in connection with the issuance of \$1,390,000 General Obligation Capital Loan Notes, Series 2017A. Carried.

Motion by Altena, Second by Arends to approve and authorize the Chair to sign the **Closing Certificates and Documents; Loan Agreement, Original Notes, Delivery Certificate, Transcript Certificate, Authentication Order, County Auditor's Certificate, Form 8038-G, Paying Agent; Note Registrar and Transfer Agent Agreement** in connection with the issuance of \$1,390,000 General Obligation Capital Loan Notes, Series 2017A. Carried.

There being no further business, motion by Merten, second by Arends, to adjourn the meeting at 11:15 a.m. until Tuesday, June 27 at 8:30 a.m. for a regular session. Carried