

Courthouse
Emmetsburg, Iowa
April 19, 2022, 8:00 a.m.

The Palo Alto County Board of Supervisors met in regular session. Members present: Keith Wirtz, Chair; Ronald Graettinger, Roger Faulstick, Craig Merrill, Linus Solberg. Present: Diane Weiland, Reporter-Democrat; Sharon & Gregg Erick, Sharon & Jim Neighbors, Delray & Jan Bredehoeft, Aletha King, John Hansen, MCC; Lynn J. Schultes, County Sheriff.

Unless otherwise indicated, all of the motions offered at this meeting were carried with the following vote: Ayes: Graettinger, Faulstick, Merrill, Wirtz, Solberg. Nays: None. Abstentions: None.

Motion by Faulstick, 2nd by Graettinger to approve the agenda for April 19, 2022. Motion Carried.

Motion by Graettinger, 2nd by Solberg to approve the minutes for April 12th, 2022, with the correction to change Summit Farms to Iowa Select Representative. Motion Carried.

John Hansen, Midwest Construction Consultants, met with the Board to discuss the demolition of the old jail/sheriff office. Two bids were received for demolition of the old facility: King Excavation \$32,100; Reding's \$86,150.

Motion by Solberg, 2nd by Graettinger to accept the bid from King Excavation for \$32,100 for demolition of the old jail/sheriff office. Motion Carried.

Motion by Faulstick, 2nd by Merrill to approve pay estimate for April 1, 2022, and changes orders for deductions. Motion Carried.

John King, Deputy Sheriff, met with the Board to request approval for hiring a full-time jailer. Motion by Solberg, 2nd by Merrill to approve hiring Marie Jensen as full-time jailer at \$18.85 per hour effective May 1st, 2022. Motion Carried.

Jim Neighbors was present for public comment and asked questions regarding the wind moratorium.

Lynn Schultes, County Sheriff, was present for public comment and addressed the Board regarding hiring his son as a Deputy Sheriff.

Linda Koppie was present for public comment and asked questions regarding Drainage District 81.

MINUTES TO PROVIDE FOR THE
ISSUANCE OF SERIES 2022B
BONDS

419285-16

Emmetsburg, Iowa

April 19, 2022

The Board of Supervisors of Palo Alto County, Iowa, met on April 19, 2022, at 8:30 o'clock a.m., at the Courthouse Boardroom, Emmetsburg, Iowa.

The meeting was called to order by the Chairperson, and the roll being called, the following named Supervisors were present and absent:

Present: Keith Wirtz, Ronald Graettinger, Craig Merrill, Linus Solberg, Roger Faulstick.

Absent: none.

After due consideration and discussion, Supervisor Ron Graettinger introduced the resolution hereinafter next set out and moved that the resolution be adopted, seconded by Supervisor Roger Faulstick. After due consideration, the Chairperson put the question on the motion and the roll being called, the following named Supervisors voted:

Ayes: Faulstick, Solberg, Merrill, Graettinger, Wirtz.

Nays: none.

Whereupon, the Chairperson declared the resolution duly adopted, as hereinafter set out.

RESOLUTION NO. 4-19-2022

Resolution authorizing and approving a certain Loan Agreement, providing for the issuance of \$550,000 Taxable General Obligation County Purpose Bonds, Series 2022B, and providing for the levy of taxes to pay the same

WHEREAS, the Board of Supervisors (the “Board”) of Palo Alto County, Iowa (the “County”) heretofore proposed to enter into a General Obligation Urban Renewal Loan Agreement (the “Urban Renewal Loan Agreement”) and to issue general obligation bonds thereunder in a principal amount not to exceed \$4,800,000 pursuant to the provisions of Subsection 331.441(2)(b)(14), Section 331.402, Section 331.442, and Chapter 403 of the Code of Iowa, for the purpose of paying the cost, to that extent, of undertaking the Palo Alto County Road and Bridge Improvement Projects, an urban renewal program in the Palo Alto County Industrial Park Urban Renewal Area approved by action of the Board of Supervisors on April 27, 2021, and in lieu of calling an election upon such proposal, has published notice of the proposed action and has held a hearing thereon, and as of March 1, 2022, no petition had been filed with the County asking that the question of entering into the Urban Renewal Loan Agreement be submitted to the registered voters of the County; and

WHEREAS, the County also proposed to enter into a loan agreement (the “Public Safety Loan Agreement”) and to issue general obligation bonds thereunder in a principal amount not to exceed \$5,625,000, pursuant to the provisions of Section 331.442 of the Code of Iowa, for the purpose of paying the cost, to that extent, of constructing, furnishing, and equipping a County public safety building and jail, and the County has held a successful election on said proposal on March 2, 2021; and

WHEREAS, the Board combined its authority to enter into the Urban Renewal Loan Agreement and the Public Safety Loan Agreement into a common Loan Agreement and to then divided its borrowing authority under the Loan Agreement into two credit facilities - a Tax-Exempt Series 2022A Loan Agreement (the “2022A Loan Agreement”) and a Taxable Series 2022B Loan Agreement (the “2022B Loan Agreement”); and

WHEREAS, the County shall issue General Obligation County Purpose Bonds, Series 2022A (the “Series 2022A Bonds”) in evidence of its obligation under the 2022A Loan Agreement; and

WHEREAS, the County shall issue Taxable General Obligation County Purpose Bonds, Series 2022B Bonds (the “Series 2022B Bonds”) in evidence of its obligations under the 2022B Loan Agreement; and

WHEREAS, a Preliminary Official Statement (the “P.O.S.”) has been prepared by Dorsey & Whitney LLP (the “Disclosure Counsel”) as bond and disclosure counsel to the County to facilitate the sale of the Series 2022A Bonds and the Series 2022B Bonds in evidence of the obligations of the County under the 2022A Loan Agreement and the 2022B Loan Agreement, and the County has made provision for the approval of the

P.O.S. and has authorized its use its use by Piper Sandler & Co. (the “Underwriter”) as the underwriter of the issuance of the Series 2022A Bonds and Series 2022B Bonds; and

WHEREAS, a certain Bond Purchase Agreement (the “Series 2022B Bond Purchase Agreement”) has been prepared to set forth the terms of the Series 2022B Bonds and the understanding between the County and the Underwriter, and the Board of Supervisors has approved the Series 2022B Bond Purchase Agreement and made provision for its execution and delivery; and

WHEREAS, it is now necessary to make final provision for the approval of the 2022B Loan Agreement and to authorize the issuance of the Series 2022B Bonds;

NOW, THEREFORE, Be It Resolved by the Board of Supervisors of Palo Alto County, Iowa, as follows:

Section 1. The County shall enter into the 2022B Loan Agreement with the Underwriter, in substantially the form as has been placed on file with the Board, providing for a loan to the County in the principal amount of \$550,000, for the purpose or purposes set forth in the preamble hereof.

The Chairperson and County Auditor are hereby authorized and directed to sign the 2022B Loan Agreement on behalf of the County, and the 2022B Loan Agreement is hereby approved.

Section 2. The Series 2022B Bonds, in the aggregate principal amount of \$550,000, are hereby authorized to be issued in evidence of the County’s obligation under the Loan Agreement. The Series 2022B Bonds shall be in the denomination of \$5,000 each, or any integral multiple thereof, shall be dated May 5, 2022, and shall mature on June 1 in each of the years, in the respective principal amounts, and bear interest at the respective rates, as follows:

<u>Date</u>	<u>Principal</u>	<u>Interest Rate</u>
2023	\$75,000	2.75%
2024	\$475,000	2.90%

Section 3. UMB Bank, n.a., West Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the Series 2022B Bonds and may be hereinafter referred to as the “Registrar” or the “Paying Agent.” The County shall enter into an agreement (the “Registrar/Paying Agent Agreement”) with the Registrar, in substantially the form as has been placed on file with the Board; the Chairperson and County Auditor are hereby authorized and directed to sign the Registrar/Paying Agent Agreement on behalf of the County; and the Registrar/Paying Agent Agreement is hereby approved.

The Series 2022B Bonds are not subject to optional redemption prior to maturity.

Accrued interest on the Series 2022B Bonds shall be payable semiannually on the first day of June and December in each year, commencing December 1, 2022. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the Series 2022B Bonds shall be made to the registered owners appearing on the registration books of the County at the close of business on the fifteenth day of the month next preceding the interest payment date and shall be paid to the registered owners at the addresses shown on such registration books. Principal of the Series 2022B Bonds shall be payable in lawful money of the United States of America to the registered owners or their legal representatives upon presentation and surrender of the Bond or Series 2022B Bonds at the office of the Paying Agent.

The Series 2022B Bonds shall be executed on behalf of the County with the official manual or facsimile signature of the Chairperson and attested with the official manual or facsimile signature of the County Auditor, and shall be fully registered Series 2022B Bonds without interest coupons. In case any officer whose signature or the

facsimile of whose signature appears on the Series 2022B Bonds shall cease to be such officer before the delivery of the Series 2022B Bonds, such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

The Series 2022B Bonds shall be fully registered as to principal and interest in the names of the owners on the registration books of the County kept by the Registrar, and after such registration payment of the principal thereof and interest thereon shall be made only to the registered owners or their legal representatives or assigns. Each Bond shall be transferable only upon the registration books of the County upon presentation to the Registrar, together with either a written instrument of transfer satisfactory to the Registrar or the assignment form thereon completed and duly executed by the registered owner or the duly authorized attorney for such registered owner.

The record and identity of the owners of the Series 2022B Bonds shall be kept confidential as provided by Section 22.7 of the Code of Iowa.

The Series 2022B Bonds shall not be valid or become obligatory for any purpose until the Certificate of Authentication thereon shall have been signed by the Registrar.

Section 4. Notwithstanding anything above to the contrary, the Series 2022B Bonds shall be issued initially as Depository Bonds, with one fully registered Bond for each maturity date, in principal amounts equal to the amount of principal maturing on each such date, and registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”). On original issue, the Series 2022B Bonds shall be deposited with DTC for the purpose of maintaining a book-entry system for recording the ownership interests of its participants and the transfer of those interests among its participants (the “Participants”). In the event that DTC determines not to continue to act as securities depository for the Series 2022B Bonds or the County determines not to continue the book-entry system for recording ownership interests in the Series 2022B Bonds with DTC, the County will discontinue the book-entry system with DTC. If the County does not select another qualified securities depository to replace DTC (or a successor depository) in order to continue a book-entry system, the County will register and deliver replacement bonds in the form of fully registered certificates, in authorized denominations of \$5,000 or integral multiples of \$5,000, in accordance with instructions from Cede & Co., as nominee for DTC. In the event that the County identifies a qualified securities depository to replace DTC, the County will register and deliver replacement bonds, fully registered in the name of such depository, or its nominee, in the denominations as set forth above, as reduced from time to time prior to maturity in connection with redemptions or retirements by call or payment, and in such event, such depository will then maintain the book-entry system for recording ownership interests in the Series 2022B Bonds.

Ownership interests in the Series 2022B Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Series 2022B Bonds as nominees will not receive certificated Series 2022B Bonds, but each such Participant will receive a credit balance in the records of DTC in the amount of such Participant’s interest in the Series 2022B Bonds, which will be confirmed in accordance with DTC’s standard procedures. Each such person for which a Participant has an interest in the Series 2022B Bonds, as nominee, may desire to make arrangements with such Participant to have all notices of redemption or other communications of the County to DTC, which may affect such person, forwarded in writing by such Participant and to have notification made of all interest payments.

The County will have no responsibility or obligation to such Participants or the persons for whom they act as nominees with respect to payment to or providing of notice for such Participants or the persons for whom they act as nominees.

As used herein, the term “Beneficial Owner” shall hereinafter be deemed to include the person for whom the Participant acquires an interest in the Series 2022B Bonds.

DTC will receive payments from the County, to be remitted by DTC to the Participants for subsequent disbursement to the Beneficial Owners. The ownership interest of each Beneficial Owner in the Series 2022B Bonds will be recorded on the records of the Participants whose ownership interest will be recorded on a computerized book-entry system kept by DTC.

When reference is made to any action which is required or permitted to be taken by the Beneficial Owners, such reference shall only relate to those permitted to act (by statute, regulation or otherwise) on behalf of such Beneficial Owners for such purposes. When notices are given, they shall be sent by the County to DTC, and DTC shall forward (or cause to be forwarded) the notices to the Participants so that the Participants can forward the same to the Beneficial Owners.

Beneficial Owners will receive written confirmations of their purchases from the Participants acting on behalf of the Beneficial Owners detailing the terms of the Series 2022B Bonds acquired. Transfers of ownership interests in the Series 2022B Bonds will be accomplished by book entries made by DTC and the Participants who act on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interest in the Series 2022B Bonds, except as specifically provided herein. Interest and principal will be paid when due by the County to DTC, then paid by DTC to the Participants and thereafter paid by the Participants to the Beneficial Owners.

Section 5. The Series 2022B Bonds shall be in substantially the following form:

(Form of Series 2022B Bond)

UNITED STATES OF AMERICA
STATE OF IOWA
PALO ALTO COUNTY

TAXABLE GENERAL OBLIGATION COUNTY PURPOSE BOND, SERIES 2022B

No. _____ \$ _____

RATE	MATURITY DATE	BOND DATE	CUSIP
____%	June 1, ____	May 5, 2022	697396 ____

Palo Alto County, State of Iowa, for value received, promises to pay on the maturity date of this Bond to

Cede & Co.
New York, New York

or registered assigns, the principal sum of

THOUSAND DOLLARS

in lawful money of the United States of America upon presentation and surrender of this Bond at the office of UMB Bank, n.a., West Des Moines, Iowa (hereinafter referred to as the “Registrar” or the “Paying Agent”), with interest on said sum, until paid, at the rate per annum specified above from the date of this Bond, or from the most recent interest payment date on which interest has been paid, on June 1 and December 1 of each year, commencing December 1, 2022, except as the provisions hereinafter set forth with respect to redemption prior to maturity may be or become applicable hereto. Interest on this Bond is payable to the registered owner appearing on the registration books of the County at the close of business on the fifteenth day of the month next preceding the interest payment date and shall be paid to the registered owner at the address shown on such registration books. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Registrar.

This Bond is one of a series of Taxable General Obligation County Purpose Bonds, Series 2022B (the “Series 2022B Bonds”) issued by the County to evidence its obligation under a certain Loan Agreement, dated as of May 5, 2022 (the “Loan Agreement”), entered into by the County for the purpose of paying the costs, to that extent, of undertaking the Palo Alto County Road and Bridge Improvement Projects, an urban renewal program in the Palo Alto County Industrial Park Urban Renewal Area approved by action of the Board of Supervisors on April 27, 2021.

The Series 2022B Bonds are issued pursuant to and in strict compliance with the provisions of Chapters 76 and 331 of the Code of Iowa, 2021, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the Board of Supervisors adopted on April 19, 2022, approving the Loan Agreement and providing for the issuance and securing the payment of the Series 2022B Bonds (the “Resolution”), and reference is hereby made to the Resolution and the Loan Agreement for a more complete statement as to the source of payment of the Series 2022B Bonds and the rights of the owners of the Series 2022B Bonds.

The Series 2022B Bonds are not subject to optional redemption prior to maturity.

This Bond is fully negotiable but shall be fully registered as to both principal and interest in the name of the owner on the books of the County in the office of the Registrar, after which no transfer shall be valid unless made on said books and then only upon presentation of this Bond to the Registrar, together with either a written instrument of transfer satisfactory to the Registrar or the assignment form hereon completed and duly executed by the registered owner or the duly authorized attorney for such registered owner.

The County, the Registrar and the Paying Agent may deem and treat the registered owner hereof as the absolute owner for the purpose of receiving payment of or on account of principal hereof, premium, if any, and interest due hereon and for all other purposes, and the County, the Registrar and the Paying Agent shall not be affected by any notice to the contrary.

And It Is Hereby Certified and Recited that all acts, conditions and things required by the laws and Constitution of the State of Iowa, to exist, to be had, to be done or to be performed precedent to and in the issue of this Bond were and have been properly existent, had, done and performed in regular and due form and time; that provision has been made for the levy of a sufficient continuing annual tax on all the taxable property within the County for the payment of the principal of and interest on this Bond as the same will respectively become due; and that the total indebtedness of the County, including this Bond, does not exceed any constitutional or statutory limitations.

IN TESTIMONY WHEREOF, Palo Alto County, Iowa, by its Board of Supervisors, has caused this Bond to be executed with the duly authorized facsimile signature of its Chairperson and attested with the duly authorized facsimile signature of its County Auditor, all as of May 5, 2022.

PALO ALTO COUNTY, IOWA

By: (DO NOT SIGN)

Chairperson

Attest:

(DO NOT SIGN)

County Auditor

Registration Date: (Registration Date)

REGISTRAR’S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Series 2022B Bonds described in the within-mentioned resolution.

UMB BANK, N.A.
West Des Moines, Iowa
Registrar

By: (Signature)
Authorized Officer

ABBREVIATIONS

The following abbreviations, when used in this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UTMA	_____
TEN ENT	- as tenants by the entireties		(Cust)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common	As Custodian for	_____
			(Minor)
		under Uniform Transfers to Minors Act	_____
			(State)

Additional abbreviations may also be used though not in the list above.

ASSIGNMENT

For valuable consideration, receipt of which is hereby acknowledged, the undersigned assigns this Bond to

(Please print or type name and address of Assignee)

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF
ASSIGNEE

and does hereby irrevocably appoint _____, Attorney, to transfer this Bond on the books kept for registration thereof with full power of substitution.

Dated: _____

Signature guaranteed:

(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 signatures to be guaranteed by certain eligible guarantor institutions that participate in a recognized signature guarantee program.)

NOTICE: The signature to this Assignment must correspond with the name of the registered owner as it appears on this Bond in every particular, without alteration or enlargement or any change whatever.

Section 6. The Series 2022B Bonds shall be executed as herein provided as soon after the adoption of this resolution as may be possible and thereupon they shall be delivered to the Registrar for registration, authentication and delivery to or on behalf of the Purchaser, upon receipt of the proceeds (\$550,000), (the "Loan Proceeds") from the sale of the Series 2022B Bonds, and

all action heretofore taken in connection with the sale and award of the Series 2022B Bonds is hereby ratified and confirmed in all respects.

A portion of the Loan Proceeds (\$5,500) shall be retained by the Purchaser as the Underwriter's Discount.

A portion of the Loan Proceeds (\$541,425) (the "Project Proceeds") received from the sale of the Series 2022B Bonds shall be deposited in a dedicated fund (the "Project Fund"), which is hereby created, to be used for the payment of costs of the Projects and to the extent that Project Proceeds remain after the full payment of the costs of the Projects, such Proceeds, shall be transferred to the Debt Service Fund for the payment of interest on the Series 2022B Bonds.

The remainder of the Loan Proceeds (\$3,075) (the "Cost of Issuance Proceeds"), received from the sale of the Series 2022B Bonds shall be deposited in the Project Fund, and shall be used for the payment of costs of issuance of the Series 2022B Bonds, and to the extent that Cost of Issuance Proceeds remain after the full payment of the costs of issuance of the Series 2022B Bonds, such Cost of Issuance Proceeds shall be transferred to the Debt Service Fund for the payment of interest on the Series 2022B Bonds.

The County shall keep a detailed and segregated accounting of the expenditure of, and investment earnings on, the Project Proceeds to ensure compliance with the requirements of the Internal Revenue Code, as hereinafter defined.

Section 7. For the purpose of providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on the Series 2022B Bonds as the same become due, there is hereby ordered levied on all the taxable property in the County the following direct annual tax for collection in each of the following fiscal years:

For collection in the fiscal year beginning July 1, 2023;
sufficient to produce the net annual sum of \$488,775.

Section 8. A certified copy of this resolution shall be filed with the County Auditor of Palo Alto County, and the Auditor is hereby instructed to enter for collection and assess the tax hereby authorized. When annually entering such taxes for collection, the County Auditor shall include the same as a part of the tax levy for Debt Service Fund purposes of the County and when collected, the proceeds of the taxes shall be converted into the Debt Service Fund of the County and set aside therein as a special account to be used solely and only for the payment of the principal of and interest on the Series 2022B Bonds hereby authorized and for no other purpose whatsoever. Any amount received by the County as accrued interest on the Series 2022B Bonds shall be deposited into such special account and used to pay interest due on the Series 2022B Bonds on the first interest payment date.

Pursuant to the provisions of Section 76.4 of the Code of Iowa, each year while the Series 2022B Bonds remain outstanding and unpaid, any funds of the County which may lawfully be applied for such purpose, including incremental property tax revenues derived pursuant to Chapter 403 of the Code of Iowa, may be appropriated, budgeted and, if received, used for the payment of the principal of and interest on the Series 2022B Bonds as the same become due, and if so appropriated, the taxes for any given fiscal year as provided for in Section 7 of this Resolution, shall be reduced by the amount of such alternate funds as have been appropriated for said purpose and evidenced in the County's budget. The County hereby reaffirms its intent to use incremental property tax revenue for the payment of some or all of the principal of and interest on the portion of the 2022B Bonds which is allocable to the financing of the urban renewal projects identified in the preamble hereof.

Section 9. The interest or principal and both of them falling due in any year or years shall, if necessary, be paid promptly from current funds on hand in advance of taxes levied and when the taxes shall have been collected, reimbursement shall be made to such current funds in the sum thus advanced.

Section 10. The Securities and Exchange Commission (the “SEC”) has promulgated certain amendments to Rule 15c2-12 under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (the “Rule”) that make it unlawful for an underwriter to participate in the primary offering of municipal securities in a principal amount of \$1,000,000 or more unless, before submitting a bid or entering into a purchase contract for the bonds, an underwriter has reasonably determined that the issuer or an obligated person has undertaken in writing for the benefit of the bondholders to provide certain disclosure information to prescribed information repositories on a continuing basis or unless and to the extent the offering is exempt from the requirements of the Rule.

On the date of issuance and delivery of the Series 2022A Bonds and the Series 2022B Bonds, the County will execute and deliver a Continuing Disclosure Certificate pursuant to which the County will undertake to comply with the Rule. The County covenants and agrees that it will comply with and carry out the provisions of the Continuing Disclosure Certificate. Any and all of the officers of the County are hereby authorized and directed to take any and all actions as may be necessary to comply with the Rule and the Continuing Disclosure Certificate.

Section 11. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 12. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved April 19, 2022.

/s/Keith Wirtz
Chairperson

Attest: /s/Carmen Moser, County Auditor

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On motion and vote, the meeting adjourned.

/s/Keith Wirtz
Chairperson

Attest: /s/Carmen Moser, County Auditor

MINUTES TO PROVIDE FOR THE
ISSUANCE OF SERIES 2022A
BONDS

419285-16

Emmetsburg, Iowa

April 19, 2022

The Board of Supervisors of Palo Alto County, Iowa, met on April 19, 2022, at 8:35 o'clock a.m., at the Courthouse Boardroom, Emmetsburg, Iowa.

The meeting was called to order by the Chairperson, and the roll being called, the following named Supervisors were present and absent:

Present: Keith Wirtz, Ronald Graettinger, Craig Merrill, Linus Solberg, Roger Faulstick.

Absent: none.

After due consideration and discussion, Supervisor Linus Solberg introduced the resolution hereinafter next set out and moved that the resolution be adopted, seconded by Supervisor Craig Merrill. After due consideration, the Chairperson put the question on the motion and the roll being called, the following named Supervisors voted:

Ayes: Faulstick, Solberg, Merrill, Graettinger, Wirtz.

Nays: none.

Whereupon, the Chairperson declared the resolution duly adopted, as hereinafter set out.

RESOLUTION NO. 4-19-2022 (A)

Resolution authorizing and approving a certain Loan Agreement, providing for the issuance of \$9,875,000 General Obligation County Purpose Bonds, Series 2022A, and providing for the levy of taxes to pay the same

WHEREAS, the Board of Supervisors (the “Board”) of Palo Alto County, Iowa (the “County”) heretofore proposed to enter into a General Obligation Urban Renewal Loan Agreement (the “Urban Renewal Loan Agreement”) and to issue general obligation bonds thereunder in a principal amount not to exceed \$4,800,000 pursuant to the provisions of Subsection 331.441(2)(b)(14), Section 331.402, Section 331.442, and Chapter 403 of the Code of Iowa, for the purpose of paying the cost, to that extent, of undertaking the Palo Alto County Road and Bridge Improvement Projects, an urban renewal program in the Palo Alto County Industrial Park Urban Renewal Area approved by action of the Board of Supervisors on April 27, 2021, and in lieu of calling an election upon such proposal, has published notice of the proposed action and has held a hearing thereon, and as of March 1, 2022, no petition had been filed with the County asking that the question of entering into the Urban Renewal Loan Agreement be submitted to the registered voters of the County; and

WHEREAS, the County has also proposed to enter into a loan agreement (the “Public Safety Loan Agreement”) and to issue general obligation bonds thereunder in a principal amount not to exceed \$5,625,000, pursuant to the provisions of Section 331.442 of the Code of Iowa, for the purpose of paying the cost, to that extent, of constructing, furnishing, and equipping a County public safety building and jail, and the County has held a successful election on said proposal on March 2, 2021; and

WHEREAS, the Board combined its authority to enter into the Urban Renewal Loan Agreement and the Public Safety Loan Agreement into a common Loan Agreement and to then divided its borrowing authority under the Loan Agreement into two credit facilities - a Tax-Exempt Series 2022A Loan Agreement (the “2022A Loan Agreement”) and a Taxable Series 2022B Loan Agreement (the “2022B Loan Agreement”); and

WHEREAS, the County shall issue General Obligation County Purpose Bonds, Series 2022A (the “Series 2022A Bonds”) in evidence of its obligation under the 2022A Loan Agreement; and

WHEREAS, the County shall issue Taxable General Obligation County Purpose Bonds, Series 2022B Bonds (the “Series 2022B Bonds”) in evidence of its obligations under the 2022B Loan Agreement; and

WHEREAS, a Preliminary Official Statement (the “P.O.S.”) has been prepared by Dorsey & Whitney LLP (the “Disclosure Counsel”) as bond and disclosure counsel to the County to facilitate the sale of the Series 2022A Bonds and the Series 2022B Bonds in evidence of the obligations of the County under the 2022A Loan Agreement and the 2022B Loan Agreement, and the County has made provision for the approval of the P.O.S. and has authorized its use by Piper Sandler & Co. (the “Underwriter”) as the underwriter of the issuance of the Series 2022A Bonds and Series 2022B Bonds; and

WHEREAS, a certain Bond Purchase Agreement (the “Series 2022A Bond Purchase Agreement”) has been prepared to set forth the terms of the Series 2022A Bonds and the understanding between the County and the Underwriter, and the Board of Supervisors has approved the Series 2022A Bond Purchase Agreement and made provision for its execution and delivery; and

WHEREAS, it is now necessary to make final provision for the approval of the 2022A Loan Agreement and to authorize the issuance of the Series 2022A Bonds;

NOW, THEREFORE, Be It Resolved by the Board of Supervisors of Palo Alto County, Iowa, as follows:

Section 1. The County shall enter into the 2022A Loan Agreement with the Underwriter, in substantially the form as has been placed on file with the Board, providing for a loan to the County in the principal amount of \$9,875,000, for the purpose or purposes set forth in the preamble hereof.

The Chairperson and County Auditor are hereby authorized and directed to sign the 2022A Loan Agreement on behalf of the County, and the 2022A Loan Agreement is hereby approved.

Section 2. The Series 2022A Bonds, in the aggregate principal amount of \$9,875,000, are hereby authorized to be issued in evidence of the County’s obligation under the Loan Agreement. The Series 2022A Bonds shall be in the denomination of \$5,000 each, or any integral multiple thereof, shall be dated May 5, 2022, and shall mature on June 1 in each of the years, in the respective principal amounts, and bear interest at the respective rates, as follows:

<u>Date</u>	<u>Principal</u>	<u>Interest Rate</u>	<u>Date</u>	<u>Principal</u>	<u>Interest Rate</u>
2025	\$ 270,000	3.000%	2033	\$ 695,000	3.000%
2026	\$ 280,000	3.000%	2034	\$ 720,000	3.000%
2027	\$ 285,000	3.000%	2035	\$ 745,000	3.000%
2028	\$ 305,000	3.000%	2036	\$ 760,000	3.000%
2029	\$ 315,000	3.000%	2037	\$ 785,000	3.000%
2030	\$ 320,000	3.000%	2039	\$1,635,000	3.000%
2031	\$ 340,000	3.000%	2041	\$1,745,000	3.125%
2032	\$ 675,000	3.000%			

Section 3. UMB Bank, n.a., West Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the Series 2022A Bonds and may be hereinafter referred to as the “Registrar” or the “Paying Agent.” The County shall enter into an agreement (the “Registrar/Paying Agent Agreement”) with the Registrar, in substantially the form as has been placed on file with the Board; the Chairperson and County Auditor are hereby authorized and directed to sign the Registrar/Paying Agent Agreement on behalf of the County; and the Registrar/Paying Agent Agreement is hereby approved.

The County reserves the right to optionally prepay part or all of the principal of the Series 2022A Bonds maturing in each of the years 2031 through 2041, inclusive, prior to and in any order of maturity on June 1, 2030 or on any date thereafter upon terms of par and accrued interest. If less than all of the Series 2022A Bonds of any like maturity are to be redeemed, the particular part of those Series 2022A Bonds to be redeemed shall be selected by the Registrar by lot. The Series 2022A Bonds may be called in part in one or more units of \$5,000.

Principal of the Bond maturing on June 1, 2039 is subject to mandatory redemption (by lot, as selected by the Registrar) on June 1, 2038, at a redemption price of

100% of the principal amount thereof to be redeemed, plus accrued interest thereon to the redemption date, in the following principal amounts:

<u>Year</u>	<u>Principal Amount</u>
2038	\$805,000
2039	\$830,000 (Maturity)

Principal of the Bond maturing on June 1, 2041 is subject to mandatory redemption (by lot, as selected by the Registrar) on June 1, 2040, at a redemption price of 100% of the principal amount thereof to be redeemed, plus accrued interest thereon to the redemption date, in the following principal amounts:

<u>Year</u>	<u>Principal Amount</u>
2040	\$860,000
2041	\$885,000 (Maturity)

If less than the entire principal amount of any Series 2022A Bond in a denomination of more than \$5,000 is to be redeemed, the Registrar will issue and deliver to the registered owner thereof, upon surrender of such original Series 2022A Bond, a new Series 2022A Bond or Series 2022A Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Series 2022A Bond. Notice of such redemption as aforesaid identifying the Series 2022A Bond or Series 2022A Bonds (or portion thereof) to be redeemed shall be sent by electronic means or by certified mail to the registered owners thereof at the addresses shown on the County's registration books not less than 30 days prior to such redemption date. Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or before the date fixed for redemption sufficient to pay the redemption price of the Series 2022A Bonds called for redemption, and that if funds are not available, such redemption shall be cancelled by written notice to the owners of the Series 2022A Bonds called for redemption in the same manner as the original redemption notice was sent. All of such Series 2022A Bonds as to which the County reserves and exercises the right of redemption and as to which notice as aforesaid shall have been given and for the redemption of which funds are duly provided, shall cease to bear interest on the redemption date.

Accrued interest on the Series 2022A Bonds shall be payable semiannually on the first day of June and December in each year, commencing December 1, 2022. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the Series 2022A Bonds shall be made to the registered owners appearing on the registration books of the County at the close of business on the fifteenth day of the month next preceding the interest payment date and shall be paid to the registered owners at the addresses shown on such registration books. Principal of the Series 2022A Bonds shall be payable in lawful money of the United States of America to the registered owners or their legal representatives upon presentation and surrender of the Bond or Series 2022A Bonds at the office of the Paying Agent.

The Series 2022A Bonds shall be executed on behalf of the County with the official manual or facsimile signature of the Chairperson and attested with the official manual or facsimile signature of the County Auditor, and shall be fully registered Series 2022A Bonds without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Series 2022A Bonds shall cease to be such officer before the delivery of the Series 2022A Bonds, such signature or such facsimile signature shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery.

The Series 2022A Bonds shall be fully registered as to principal and interest in the names of the owners on the registration books of the County kept by the Registrar, and after such registration payment of the principal thereof and interest thereon shall be made only to the registered owners or their legal representatives or assigns. Each Bond shall be

transferable only upon the registration books of the County upon presentation to the Registrar, together with either a written instrument of transfer satisfactory to the Registrar or the assignment form thereon completed and duly executed by the registered owner or the duly authorized attorney for such registered owner.

The record and identity of the owners of the Series 2022A Bonds shall be kept confidential as provided by Section 22.7 of the Code of Iowa.

The Series 2022A Bonds shall not be valid or become obligatory for any purpose until the Certificate of Authentication thereon shall have been signed by the Registrar.

Section 4. Notwithstanding anything above to the contrary, the Series 2022A Bonds shall be issued initially as Depository Bonds, with one fully registered Bond for each maturity date, in principal amounts equal to the amount of principal maturing on each such date, and registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”). On original issue, the Series 2022A Bonds shall be deposited with DTC for the purpose of maintaining a book-entry system for recording the ownership interests of its participants and the transfer of those interests among its participants (the “Participants”). In the event that DTC determines not to continue to act as securities depository for the Series 2022A Bonds or the County determines not to continue the book-entry system for recording ownership interests in the Series 2022A Bonds with DTC, the County will discontinue the book-entry system with DTC. If the County does not select another qualified securities depository to replace DTC (or a successor depository) in order to continue a book-entry system, the County will register and deliver replacement bonds in the form of fully registered certificates, in authorized denominations of \$5,000 or integral multiples of \$5,000, in accordance with instructions from Cede & Co., as nominee for DTC. In the event that the County identifies a qualified securities depository to replace DTC, the County will register and deliver replacement bonds, fully registered in the name of such depository, or its nominee, in the denominations as set forth above, as reduced from time to time prior to maturity in connection with redemptions or retirements by call or payment, and in such event, such depository will then maintain the book-entry system for recording ownership interests in the Series 2022A Bonds.

Ownership interests in the Series 2022A Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Series 2022A Bonds as nominees will not receive certificated Series 2022A Bonds, but each such Participant will receive a credit balance in the records of DTC in the amount of such Participant’s interest in the Series 2022A Bonds, which will be confirmed in accordance with DTC’s standard procedures. Each such person for which a Participant has an interest in the Series 2022A Bonds, as nominee, may desire to make arrangements with such Participant to have all notices of redemption or other communications of the County to DTC, which may affect such person, forwarded in writing by such Participant and to have notification made of all interest payments.

The County will have no responsibility or obligation to such Participants or the persons for whom they act as nominees with respect to payment to or providing of notice for such Participants or the persons for whom they act as nominees.

As used herein, the term “Beneficial Owner” shall hereinafter be deemed to include the person for whom the Participant acquires an interest in the Series 2022A Bonds.

DTC will receive payments from the County, to be remitted by DTC to the Participants for subsequent disbursement to the Beneficial Owners. The ownership interest of each Beneficial Owner in the Series 2022A Bonds will be recorded on the records of the Participants whose ownership interest will be recorded on a computerized book-entry system kept by DTC.

When reference is made to any action which is required or permitted to be taken by the Beneficial Owners, such reference shall only relate to those permitted to act (by statute, regulation or otherwise) on behalf of such Beneficial Owners for such purposes. When notices are given, they shall be sent by the County to DTC, and DTC shall forward (or cause to be forwarded) the notices to the Participants so that the Participants can forward the same to the Beneficial Owners.

Beneficial Owners will receive written confirmations of their purchases from the Participants acting on behalf of the Beneficial Owners detailing the terms of the Series 2022A Bonds acquired. Transfers of ownership interests in the Series 2022A Bonds will be accomplished by book entries made by DTC and the Participants who act on behalf of the Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interest in the Series 2022A Bonds, except as specifically provided herein. Interest and principal will be paid when due by the County to DTC, then paid by DTC to the Participants and thereafter paid by the Participants to the Beneficial Owners.

Section 5. The Series 2022A Bonds shall be in substantially the following form:

(Form of Series 2022A Bond)

UNITED STATES OF AMERICA
STATE OF IOWA
PALO ALTO COUNTY

GENERAL OBLIGATION COUNTY PURPOSE BOND, SERIES 2022A

No. _____				\$ _____
RATE	MATURITY DATE	BOND DATE	CUSIP	
_____%	June 1, ____	May 5, 2022	697396 ____	

Palo Alto County, State of Iowa, for value received, promises to pay on the maturity date of this Bond to

Cede & Co.
New York, New York

or registered assigns, the principal sum of

THOUSAND DOLLARS

in lawful money of the United States of America upon presentation and surrender of this Bond at the office of UMB Bank, n.a., West Des Moines, Iowa (hereinafter referred to as the "Registrar" or the "Paying Agent"), with interest on said sum, until paid, at the rate per annum specified above from the date of this Bond, or from the most recent interest payment date on which interest has been paid, on June 1 and December 1 of each year, commencing December 1, 2022, except as the provisions hereinafter set forth with respect to redemption prior to maturity may be or become applicable hereto. Interest on this Bond is payable to the registered owner appearing on the registration books of the County at the close of business on the fifteenth day of the month next preceding the interest payment date and shall be paid to the registered owner at the address shown on such registration books. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Registrar.

This Bond is one of a series of General Obligation County Purpose Bonds, Series 2022A (the "Series 2022A Bonds") issued by the County to evidence its obligation under a certain Loan Agreement, dated as of May 5, 2022 (the "Loan Agreement"), entered into by the County for the purpose of paying the costs, to that extent, of (1) constructing, furnishing, and equipping a County public safety building and jail; and (2) undertaking the Palo Alto County Road and Bridge Improvement Projects, an urban renewal program in the Palo Alto County Industrial Park Urban Renewal Area approved by action of the Board of Supervisors on April 27, 2021.

The Series 2022A Bonds are issued pursuant to and in strict compliance with the provisions of Chapters 76 and 331 of the Code of Iowa, 2021, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the Board of Supervisors adopted on April 19, 2022, approving the Loan Agreement and providing for the issuance and securing the payment of the Series 2022A Bonds (the "Resolution"), and reference is hereby made to the Resolution and the Loan Agreement for a more complete statement as to the source of payment of the Series 2022A Bonds and the rights of the owners of the Series 2022A Bonds.

The County reserves the right to optionally prepay part or all of the principal of the Series 2022A Bonds maturing in each of the years 2031 through 2041, inclusive, prior to and in any order of maturity on June 1, 2030 or on any date thereafter upon terms of par and accrued interest. If less than all of the Series 2022A Bonds of any like maturity are to be redeemed, the particular part of those Series 2022A Bonds to be redeemed shall be selected by the Registrar by lot. The Series 2022A Bonds may be called in part in one or more units of \$5,000. Principal of the Bonds maturing on June 1 in the years 2039 and 2041 is subject to mandatory redemption (by lot, as selected by the Registrar) on June 1, 2038 and June 1, 2040, respectively, in accordance with the mandatory redemption schedules set forth in the Resolution at a redemption price of 100% of the principal amount thereof to be redeemed, plus accrued interest thereon to the redemption date.

If less than the entire principal amount of any Bond in a denomination of more than \$5,000 is to be redeemed, the Registrar will issue and deliver to the registered owner thereof, upon surrender of such original Bond, a new Bond or Series 2022A Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Bond. Notice of such redemption as aforesaid identifying the Bond or Series 2022A Bonds (or portion thereof) to be redeemed shall be sent by electronic means or by certified mail to the registered owners thereof at the addresses shown on the County's registration books not less than 30 days prior to such redemption date. Any notice of redemption may contain a statement that the redemption is conditioned upon the receipt by the Paying Agent of funds on or before the date fixed for redemption sufficient to pay the redemption price of the Series 2022A Bonds called for redemption, and that if funds are not available, such redemption shall be cancelled by written notice to the owners of the Series 2022A Bonds called for redemption in the same manner as the original redemption notice was sent. All of such bonds as to which the County reserves and exercises the right of redemption and as to which notice as aforesaid shall have been given and for the redemption of which funds are duly provided, shall cease to bear interest on the redemption date.

This Bond is fully negotiable but shall be fully registered as to both principal and interest in the name of the owner on the books of the County in the office of the Registrar, after which no transfer shall be valid unless made on said books and then only upon presentation of this Bond to the Registrar, together with either a written instrument of transfer satisfactory to the Registrar or the assignment form hereon completed and duly executed by the registered owner or the duly authorized attorney for such registered owner.

The County, the Registrar and the Paying Agent may deem and treat the registered owner hereof as the absolute owner for the purpose of receiving payment of or on account of principal hereof, premium, if any, and interest due hereon and for all other purposes, and the County, the Registrar and the Paying Agent shall not be affected by any notice to the contrary.

And It Is Hereby Certified and Recited that all acts, conditions and things required by the laws and Constitution of the State of Iowa, to exist, to be had, to be done or to be performed precedent to and in the issue of this Bond were and have been properly existent, had, done and performed in regular and due form and time; that provision has been made for the levy of a sufficient continuing annual tax on all the taxable property within the County for the payment of the principal of and interest on this Bond as the same will respectively become due; and that the total indebtedness of the County, including this Bond, does not exceed any constitutional or statutory limitations.

IN TESTIMONY WHEREOF, Palo Alto County, Iowa, by its Board of Supervisors, has caused this Bond to be executed with the duly authorized facsimile signature of its Chairperson and attested with the duly authorized facsimile signature of its County Auditor, all as of May 5, 2022.

PALO ALTO COUNTY, IOWA

By: (DO NOT SIGN)
Chairperson

Attest:

(DO NOT SIGN)
County Auditor

Registration Date: (Registration Date)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Series 2022A Bonds described in the within-mentioned resolution.

UMB BANK, N.A.
West Des Moines, Iowa
Registrar

By: (Signature)
Authorized Officer

STATEMENT OF INSURANCE

Build America Mutual Assurance Company ("BAM"), New York, New York, has delivered its municipal bond insurance policy (the "Policy") with respect to the scheduled payments due of principal of and interest on this Bond to UMB Bank, n.a., West Des Moines, Iowa, or its successor, as paying agent for the Series 2022A Bonds (the "Paying Agent"). Said Policy is on file and available for inspection at the principal office of the Paying Agent and a copy thereof may be obtained from BAM or the Paying Agent. All payments required to be made under the Policy shall be made in accordance with the provisions thereof. By its purchase of these Bonds, the owner acknowledges and consents (i) to the subrogation and all other rights of BAM as more fully set forth in the Policy and (ii) that upon the occurrence and continuance of a default or an event of default under the Resolution or this Bond, BAM shall be deemed to be the sole owner of the Series 2022A Bonds for all purposes and shall be entitled to control and direct the enforcement of all rights and remedies granted to the owners of the Series 2022A Bonds or the trustee, paying agent, registrar or similar agent for the benefit of such owners under the Resolution, at law or in equity.

ABBREVIATIONS

The following abbreviations, when used in this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UTMA
TEN ENT	- as tenants by the entireties	<u>(Cust)</u>
JT TEN	- as joint tenants with right of survivorship and not as tenants in common	As Custodian for <u>(Minor)</u> under Uniform Transfers to Minors Act <u>(State)</u>

Additional abbreviations may also be used though not in the list above.

ASSIGNMENT

For valuable consideration, receipt of which is hereby acknowledged, the undersigned assigns this Bond to

(Please print or type name and address of Assignee)

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF
ASSIGNEE

and does hereby irrevocably appoint _____, Attorney, to transfer this Bond on the books kept for registration thereof with full power of substitution.

Dated: _____

Signature guaranteed:

(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 signatures to be guaranteed by certain eligible guarantor institutions that participate in a recognized signature guarantee program.)

NOTICE: The signature to this Assignment must correspond with the name of the registered owner as it appears on this Bond in every particular, without alteration or enlargement or any change whatever.

Section 6. The Series 2022A Bonds shall be executed as herein provided as soon after the adoption of this resolution as may be possible and thereupon they shall be delivered to the Registrar for registration, authentication and delivery to or on behalf of the Purchaser, upon receipt of the proceeds (\$9,970,392.20), including original issue premium, (the "Loan Proceeds") from the sale of the Series 2022A Bonds, and all action heretofore taken in connection with the sale and award of the Series 2022A Bonds is hereby ratified and confirmed in all respects.

A portion of the Loan Proceeds (\$98,750) shall be retained by the Purchaser as the Underwriter's Discount.

A portion of the Loan Proceeds (\$9,780,717.64) (the "Project Proceeds") received from the sale of the Series 2022A Bonds shall be deposited in a dedicated fund (the "Project Fund"), which is hereby created, to be used for the payment of costs of the Projects and to the extent that Project Proceeds remain after the full payment of the costs of the Projects, such Proceeds, shall be transferred to the Debt Service Fund for the payment of interest on the Series 2022A Bonds.

A portion of the Loan Proceeds (\$34,399.56) received from the sale of the Series 2022A Bonds shall be used to pay the bond insurance premium to Build America Mutual Assurance Company.

The remainder of the Loan Proceeds (\$56,525) (the "Cost of Issuance Proceeds"), received from the sale of the Series 2022A Bonds shall be deposited in the Project Fund, and shall be used for the payment of costs of issuance of the Series 2022A Bonds, and to the extent that Cost of Issuance Proceeds remain after the full payment of the costs of issuance of the Series 2022A Bonds, such Cost of Issuance Proceeds shall be transferred to the Debt Service Fund for the payment of interest on the Series 2022A Bonds.

The County shall keep a detailed and segregated accounting of the expenditure of, and investment earnings on, the Project Proceeds to ensure compliance with the requirements of the Internal Revenue Code, as hereinafter defined.

Section 7. For the purpose of providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on the Series 2022A Bonds as the same become due, there is hereby ordered levied on all the taxable property in the County the following direct annual tax for collection in each of the following fiscal years:

For collection in the fiscal year beginning July 1, 2023; sufficient to produce the net annual sum of \$298,432;

For collection in the fiscal year beginning July 1, 2024, sufficient to produce the net annual sum of \$568,432;

For collection in the fiscal year beginning July 1, 2025, sufficient to produce the net annual sum of \$570,332;

For collection in the fiscal year beginning July 1, 2026, sufficient to produce the net annual sum of \$566,932;

For collection in the fiscal year beginning July 1, 2027, sufficient to produce the net annual sum of \$578,382;

For collection in the fiscal year beginning July 1, 2028, sufficient to produce the net annual sum of \$579,232;

For collection in the fiscal year beginning July 1, 2029, sufficient to produce the net annual sum of \$574,782;

For collection in the fiscal year beginning July 1, 2030, sufficient to produce the net annual sum of \$585,182;

For collection in the fiscal year beginning July 1, 2031, sufficient to produce the net annual sum of \$909,982;

For collection in the fiscal year beginning July 1, 2032, sufficient to produce the net annual sum of \$909,732;

For collection in the fiscal year beginning July 1, 2033, sufficient to produce the net annual sum of \$913,882;

For collection in the fiscal year beginning July 1, 2034, sufficient to produce the net annual sum of \$917,282;

For collection in the fiscal year beginning July 1, 2035, sufficient to produce the net annual sum of \$909,932;

For collection in the fiscal year beginning July 1, 2036, sufficient to produce the net annual sum of \$912,132;

For collection in the fiscal year beginning July 1, 2037, sufficient to produce the net annual sum of \$908,582;

For collection in the fiscal year beginning July 1, 2038, sufficient to produce the net annual sum of \$909,432;

For collection in the fiscal year beginning July 1, 2039, sufficient to produce the net annual sum of \$914,532; and

For collection in the fiscal year beginning July 1, 2040, sufficient to produce the net annual sum of \$912,657.

Section 8. A certified copy of this resolution shall be filed with the County Auditor of Palo Alto County, and the Auditor is hereby instructed to enter for collection and assess the tax hereby authorized. When annually entering such taxes for collection, the County Auditor shall include the same as a part of the tax levy for Debt Service Fund purposes of the County and when collected, the proceeds of the taxes shall be converted into the Debt Service Fund of the County and set aside therein as a special account to be used solely and only for the payment of the principal of and interest on the Series 2022A Bonds hereby authorized and for no other purpose whatsoever. Any amount received by the County as accrued interest on the Series 2022A Bonds shall be deposited into such special account and used to pay interest due on the Series 2022A Bonds on the first interest payment date.

Pursuant to the provisions of Section 76.4 of the Code of Iowa, each year while the Series 2022A Bonds remain outstanding and unpaid, any funds of the County which may lawfully be applied for such purpose, including incremental property tax revenues derived pursuant to Chapter 403 of the Code of Iowa, may be appropriated, budgeted and, if received, used for the payment of the principal of and interest on the Series 2022A Bonds as the same become due, and if so appropriated, the taxes for any given fiscal year as provided for in Section 7 of this Resolution, shall be reduced by the amount of such alternate funds as have been appropriated for said purpose and evidenced in the County's budget. The County hereby reaffirms its intent to use incremental property tax revenue for the payment of some or all of the principal of and interest on the portion of the 2022A Bonds which is allocable to the financing of the urban renewal projects identified in the preamble hereof.

Section 9. The interest or principal and both of them falling due in any year or years shall, if necessary, be paid promptly from current funds on hand in advance of taxes levied and when the taxes shall have been collected, reimbursement shall be made to such current funds in the sum thus advanced.

Section 10. It is the intention of the County that interest on the Series 2022A Bonds 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 County 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 the applicable future laws, regulations, published rulings and court decisions as may be necessary to insure that the interest on the Series 2022A Bonds will remain excluded from gross income for federal income tax purposes. Any and all of the officers of the County are hereby authorized and directed to take any and all actions as may be necessary to comply with the covenants herein contained.

The County hereby designates the Series 2022A Bonds as "Qualified Tax Exempt Obligations" as that term is used in Section 265(b)(3)(B) of the Internal Revenue Code.

Section 11. The Securities and Exchange Commission (the “SEC”) has promulgated certain amendments to Rule 15c2-12 under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (the “Rule”) that make it unlawful for an underwriter to participate in the primary offering of municipal securities in a principal amount of \$1,000,000 or more unless, before submitting a bid or entering into a purchase contract for the bonds, an underwriter has reasonably determined that the issuer or an obligated person has undertaken in writing for the benefit of the bondholders to provide certain disclosure information to prescribed information repositories on a continuing basis or unless and to the extent the offering is exempt from the requirements of the Rule.

On the date of issuance and delivery of the Series 2022A Bonds and the Series 2022B Bonds, the County will execute and deliver a Continuing Disclosure Certificate pursuant to which the County will undertake to comply with the Rule. The County covenants and agrees that it will comply with and carry out the provisions of the Continuing Disclosure Certificate. Any and all of the officers of the County are hereby authorized and directed to take any and all actions as may be necessary to comply with the Rule and the Continuing Disclosure Certificate.

Section 12. The purchasing of bond insurance from Build America Mutual Assurance Company with respect to the Series 2022A Bonds is hereby approved. The Chairperson and/or County Auditor are authorized and directed to execute such documents as they, with advice from bond counsel, deem necessary to carry out the purchasing of the bond insurance.

Provisions Related to Bond Insurance. The following provisions shall govern, notwithstanding anything to the contrary set forth in this resolution.

1. Notice and Other Information to be given to BAM. The Issuer will provide BAM with all notices and other information it is obligated to provide (i) under its Continuing Disclosure Agreement and (ii) to the holders of Insured Obligations or the Trustee under the Security Documents.

The notice address of BAM is: Build America Mutual Assurance Company, 200 Liberty Street, 27th Floor, New York, NY 10281, Attention: Surveillance, Re: Policy No. _____, Telephone: (212) 235-2500, Telecopier: (212) 235-1542, Email: notices@buildamerica.com. In each case in which notice or other communication refers to an event of default or a claim on the Policy, then a copy of such notice or other communication shall also be sent to the attention of the General Counsel at the same address and at claims@buildamerica.com or at Telecopier: (212) 235-5214 and shall be marked to indicate “URGENT MATERIAL ENCLOSED.”

2. Amendments, Supplements and Consents.
a. *Amendments.* Wherever any Security Document requires the consent of Bondholders, BAM’s consent shall also be required. In addition, any amendment, supplement or modification to the Security Documents that adversely affect the rights or interests of BAM shall be subject to the prior written consent of BAM.

b. *Consent of BAM Upon Default.* Anything in any Security Document to the contrary notwithstanding, upon the occurrence and continuance of a default or an event of default, BAM shall be deemed to be the sole holder of the Series 2022A Bonds for all purposes and shall be entitled to control and direct the enforcement of all rights and remedies granted to the holders of the Series 2022A Bonds or the trustee, paying agent, registrar, or similar agent (the “Trustee”) for the benefit of such holders under any Security Document. The Trustee may not waive any default or event of default or accelerate the Insured Obligations without BAM’s written consent.

3. BAM As Third Party Beneficiary. BAM is explicitly recognized as and shall be deemed to be a third party beneficiary of the Security Documents and may enforce any right, remedy or claim conferred, given or granted thereunder.

4. Policy Payments.

a. In the event that principal and/or interest due on the Series 2022A Bonds shall be paid by BAM pursuant to the Policy, the Series 2022A Bonds shall remain outstanding for all purposes, not be defeased or otherwise satisfied and not be considered paid by the Issuer, the assignment and pledge of the trust estate and all covenants, agreements and other obligations of the Issuer to the registered owners shall continue to exist and shall run to the benefit of BAM, and BAM shall be subrogated to the rights of such registered owners including, without limitation, any rights that such owners may have in respect of securities law violations arising from the offer and sale of the Series 2022A Bonds.

b. Irrespective of whether any such assignment is executed and delivered, the Issuer and the Trustee shall agree for the benefit of BAM that:

i. They recognize that to the extent BAM makes payments directly or indirectly (e.g., by paying through the Trustee), on account of principal of or interest on the Series 2022A Bonds, BAM will be subrogated to the rights of such holders to receive the amount of such principal and interest from the Issuer, with interest thereon, as provided and solely from the sources stated in the Security Document and the Series 2022A Bonds; and

ii. They will accordingly pay to BAM the amount of such principal and interest, with interest thereon, but only from the sources and in the manner provided in the Security Documents and the Series 2022A Bonds for the payment of principal of and interest on the Series 2022A Bonds to holders, and will otherwise treat BAM as the owner of such rights to the amount of such principal and interest.

c. *Special Provisions for Insurer Default:* If an Insurer Default shall occur and be continuing, then, notwithstanding anything in paragraph B above to the contrary, (1) if at any time prior to or following an Insurer Default, BAM has made payment under the Policy, to the extent of such payment BAM shall be treated like any other holder of the Series 2022A Bonds for all purposes, including giving of consents, and (2) if BAM has not made any payment under the Policy, BAM shall have no further consent rights until the particular Insurer Default is no longer continuing or BAM makes a payment under the Policy, in which

event, the foregoing clause (1) shall control. For purposes of this paragraph (3), “Insurer Default” means: (A) BAM has failed to make any payment under the Policy when due and owing in accordance with its terms; or (B) BAM shall (i) voluntarily commence any proceeding or file any petition seeking relief under the United States Bankruptcy Code or any other Federal, state or foreign bankruptcy, insolvency or similar law, (ii) consent to the institution of or fail to controvert in a timely and appropriate manner, any such proceeding or the filing of any such petition, (iii) apply for or consent to the appointment of a receiver, trustee, custodian, sequestrator or similar official for such party or for a substantial part of its property, (iv) file an answer admitting the material allegations of a petition filed against it in any such proceeding, (v) make a general assignment for the benefit of creditors, or (vi) take action for the purpose of effecting any of the foregoing; or (C) any state or federal agency or instrumentality shall order the suspension of payments on the Policy or shall obtain an order or grant approval for the rehabilitation, liquidation, conservation or dissolution of BAM (including without limitation under the New York Insurance Law).

5. Definitions. For the purposes of this section, the following terms shall have the meaning as set forth below:

“BAM” shall mean Build America Mutual Assurance Company, or any successor thereto.

“Policy” shall mean the Municipal Bond Insurance Policy issued by BAM that guarantees the scheduled payment of principal of and interest on the Series 2022A Bonds when due.

“Security Documents” shall mean the resolution, loan agreement, bond and/or any additional or supplemental document executed in connection with the Series 2022A Bonds.

Section 13. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 14. This resolution shall be in full force and effect immediately upon its adoption and approval, as provided by law.

Passed and approved April 19, 2022.

/s/Keith Wirtz, Chairperson

Attest: /s/Carmen Moser, County Auditor

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On motion and vote, the meeting adjourned.

/s/Keith Wirtz, Chairperson

Attest: /s/Carmen Moser, County Auditor

Motion by Merrill, 2nd by Graettinger to approve paying election officials \$225/day for working & training, and \$100/half day and reimbursed \$.55 per mile effective May 1st, 2022. Motion Carried.

Motion by Solberg, 2nd by Faulstick to appoint Allen Stangl and Bill Brown as Commissioners and Collin Klingbeil, Engineer, for reclassification on Drainage District 81. Motion Carried.

Motion by Solberg, 2nd by Graettinger to approve a septic grant application for Adam Steffen. Motion Carried.

Kristina Paradise, & Wade Greiman, Synder & Assoc. Inc., met with the Board to discuss inspection services regarding pipeline installation in Palo Alto County. Dan Wiedmeier, McClure Engineering Co., discussed drainage district inspection services.

Evan Del Val, ISG, met with the Board to discuss inspection services regarding pipeline installation in Palo Alto County.

Committee Reports: Faulstick—gaming corporation.

Walter Davis-Oeth, County Engineer, met with the board for the following items.

Motion by Solberg, 2nd by Merrill to approve a tractor rental agreement with KC Nielson for 1 year for \$ 23,800. Motion Carried.

Motion by Solberg, 2nd by Graettinger to approve the Iowa DOT FY22 Budget Amendment 1. Motion Carried.

Motion by Graettinger, 2nd by Merrill to approve the Iowa DOT FY23 Budget. Motion Carried.

Motion by Graettinger, 2nd by Craig to approve the Iowa DOT Construction FY23 program. Motion Carried.

The Board held a conference call with Kossuth County for the completion hearing on PAK1 Main Open Ditch.

Kent Rhode presented the completion report & reviewed claims for damages.

The board approved claims for damages and completion of the contract.

Motion by Faulstick, seconded by Graettinger to adjourn. Motion Carried.

Keith Wirtz, Chairman

Carmen Moser, County Auditor