

**July 11, 2018**

Board members present for regular session at 9:00 a.m. were: Hoadley, Homan, Shelley, Twombly and Wedemeyer.

Also present: Mindy Schaefer

Moved to Courtroom for space. All motions were approved unanimously unless noted otherwise.

**MINUTES:** Moved by Shelley and seconded by Wedemeyer to approve the minutes from June 29, 2018. Approved.

**COURTYARD USE PERMIT:** Moved by Shelley and seconded by Homan to approve the Courtyard Use Permit for Freedom Quest for July 12, 2018 with proof of insurance. Approved.

**MANURE MANAGEMENT PLAN UPDATES:** Moved by Twombly and seconded by Wedemeyer to acknowledge receipt of the Manure Management Plan updates from Van Eaton Site #1 both located at Lewis Ave, Orient, Adair County. Approved. Caleb entered at 9:10 a.m.

**RICHLAND TOWNSHIP:** Moved by Wedemeyer and seconded by Shelley to accept, with regret, the resignation of Harold Carr as Richland Township Trustee. Approved.

**CHILD ABUSE PREVENTION GRANT:** Moved by Twombly and seconded by Wedemeyer for Auditor Schaefer as the Contract Administrator to approve the draw down for the Child Abuse Prevention Grant. Approved.

**PREMIUM ONLY PLAN (SECTION 125):** Moved by Wedemeyer and seconded by Twombly for the Chair to sign the termination letter to Wellmark for the County's Section 125 Premium Only Plan and for the Chair to sign the Invoice to Kingston Life & Health for the County's Section 125 Premium Only Plan. Approved.

**ENGINEER:** Nick Kauffman, County Engineer entered at 9:12 a.m. **Activities and Maintenance Report** – Kauffman gave updates on the following projects: W23 Prussia, Box Culvert in Jefferson, and North of Fontanelle. Kauffman exited entered at 9:15 a.m.

**ATTORNEY:** Clint Hight, County Attorney entered at 9:12 a.m. Moved by Shelley and seconded by Twombly to approve **Resolution #2018-32 – Resolution Concerning Appointment Of Special Prosecutors.** Pursuant to Iowa Code Section 331.754 concerning appointment of Special Prosecutors, and the need for a use of Special Prosecutors from time to time on an emergency basis, Be It Resolved that the following entity and persons are hereby appointed by the Adair County Board of Supervisors as Special Prosecutors in and for Adair County, Iowa pursuant to Iowa Code Section 331.754, indefinitely or until further action by the Board on an as needed basis. Each person shall sign a Qualification of Office Required to Give Bond and be sworn in as allowed by Iowa Code Section 63.10. Each shall also be covered under Adair County, Iowa's general liability umbrella pursuant to Iowa Code Section 64.8. Funds will also be available to reimburse them for expenses and reasonable compensation. These appointments are for criminal, juvenile, mental health and substance abuse hospitalization cases and said entity or persons are limited in their powers to only handle said criminal, juvenile, mental health and substance abuse hospitalization cases as may be necessary and as allowed by law, role or otherwise. This shall be effective July 11, 2018 at 9:00 a.m.

1. Attorney General's Office - Scott Brown, Area Prosecutions or designated attorney of said office;
2. Mary Benton - Guthrie County Attorney, Guthrie Center, Iowa or designated attorney of said office;
3. Tim Benton - Assistant Guthrie County Attorney, Guthrie Center, Iowa
4. Tim Kenyon - Union County Attorney, Creston, Iowa;
5. Wayne Reisetter - Dallas County Attorney, Adel, Iowa or designated attorney of said office;
6. Matt Schultz - Madison County Attorney, Winterset, Iowa or designated attorney of said office;
7. Clint Spurrier - Taylor County Attorney, Bedford, Iowa; Ringgold County Attorney, Mount Ayr, Iowa

Roll call vote: Hoadley, aye; Wedemeyer, aye; Twombly, aye Homan, aye; and Shelley, aye. Approved. Hight exited at 9:18 a.m.

**WIND FARM DISCUSSION:** Josh Rardin entered at 9:00 a.m. Also present at that time: Linda Lavonne Bobst, Michael Bobst, Deb Lilly, Joan Finck, Colleen Oxley, Steve Lilly, Matt Kuhns, Bob Cockburn, Coby Greiner, Lynn Schwartz, Kathy Foster, Linda Wolfe, Wayne Oxley, Tim Foster, Chris Nikolaisen, Jerry Oxley, Evelyn Hopf, Dale Barnett, Deloris Barnett, Tanya Lamb, Mike Lamb, Connie Hansen, Linda Bredahl, Phil Patterson, Linda Van Vleet, Skyler Rawlings, Kim Eddy, Carol Herrman, Gary Erlandson, and Clarence Seley. Josh Rardin spoke to the Board and asked if the safety manual was asked from MidAmerican for by a supervisor. Hoadley stated that she had asked but Mid-American stated that it could not be released. Rardin asked if part of Ordinance 31 could be repealed. Twombly stated that the County Attorney has the ordinance. The discussion was made about the current contracts and that the Board does not have any say over the contracts that individuals sign. Rardin asked questions about what has been done in the past 3 years while contacts were being discussed. Wedemeyer stated that they are not required to come to the Board because the County does not have zoning. Rardin stated that he feels the safety manual is important. Shelley talked about the ice throw that can come off the blades. Rardin is concerned about the safety hazards beyond the shadow and frequency coming off the turbine. Rardin also discussed the decrease value of property due to the turbine. Wedemeyer stated that he has not experienced any decreased property value around Adair from that wind farm. The group discussed the site map and that they would like to see it. Rardin informed the Board that next Tuesday on July 17 there will be a public meeting at 6:00 p.m. that the Board of Supervisors, MidAmerican, and Invenergy are invited to attend to answer questions from concerned citizens. The location has yet to be determined. Group exited at 9:38 a.m.

**AIRPORT ROAD:** John Schildberg entered at 9:17 a.m. Schildberg discussed paving the road to the Airport with the Board. It is a county road and Schildberg discussed the width of the road from the highway to the airport. His concern is when cars meet on the road. The Iowa Aviation Museum

brings in tourism money. Motorcycle groups and car groups are interested in having a show at the museum but they do not want to drive on gravel. Schildberg is asking that the road be made into a hard surface. Twombly stated that he has asked it to be but in the new urban renewal plan that will be implemented with the new turbines. Engineer Kauffman came up with an estimate to apply the Liquidow™ Calcium Chloride to the airport road and 290<sup>th</sup> from P33 to the Wallace Foundation. Schildberg stated that the museum is looking to expand. The group discussed applying dust control and putting it in the next urban renewal plan. Schildberg exited at 9:52 a.m.

**SHERIFF'S DEPUTY:** Jeff Vandewater, County Sheriff entered at 9:45 a.m. Moved by Shelley and seconded by Hoadley to hire William Tipling as the new Sheriff's Deputy per County Sheriff, Jeff Vandewater's recommendation effective August 1, 2018 at a starting rate of \$53,313.90 (80% of the Sheriff's Salary) while on probation. Approved.

**MATURA UPDATE:** Supervisor Homan gave an update to the Board of Supervisors about the last meeting of the MATURA Board that was this week. The discussion was about Marvin Ford's position on the MATURA Board. Homan stated that Ford has been removed by a majority vote of the MATURA Board due to violations of Code of Ethics. Homan asked that anyone who wants to talk to the CEO of MATURA notify him as a professional courtesy since he is on the MATURA Board. Homan exited at 10:16 a.m.

**DOT DISTRICT OFFICE RELOCATION:** Supervisor Twombly gave an update to the Board of Supervisors about the meeting he attended this week regarding the relocation of the DOT District Office. The relocation proposed moves the office from Atlantic to Council Bluffs. Twombly discussed the letter that was drafted and that each Board of Supervisors in the District is asked to sign it in opposition to the move. Moved by Wedemeyer and seconded by Shelley for the Board to sign the Letter to the State Commissioners stating the Board's opposition to the relocation of the DOT District Office. Approved.

**\$300,000 GENERAL OBLIGATION BOND SERIES 2018 – COURTHOUSE ELEVATOR:** Moved by Wedemeyer and seconded by Twombly to approve **Resolution# 2018-33** – Resolution Appointing Bankers Trust Company Of Des Moines, Iowa, To Serve As Paying Agent, Bond Registrar, And Transfer Agent, Approving The Paying Agent And Bond Registrar And Transfer Agent Agreement And Authorizing The Execution Of The Agreement. Whereas, \$300,000 General Obligation Bonds, Series 2018, dated July 25, 2018, 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 Bonds; 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 bonds; 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 Adair 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 \$300,000 General Obligation Bonds, Series 2018, dated July 25, 2018. 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. Roll call vote: Hoadley, aye; Wedemeyer, aye; Homan, absent; Shelley, aye; and Twombly, aye. Approved.

Moved by Twombly and seconded by Shelley to approve **Resolution #2018-34** – Resolution Authorizing And Providing For The Issuance Of \$300,000 General Obligation Bonds, Series 2018, And Levying A Tax To Pay Said Bonds; Approval Of The Tax Exemption 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 installing an elevator at the County courthouse, a general county purpose, and it is deemed necessary and advisable that General Obligation Bonds, to the amount of not to exceed \$300,000 be authorized for said purpose; and Whereas, this Board, pursuant to Section 331.442 of the Code of Iowa, did legally call a County election, fixing the time and place thereof, and did legally submit to the qualified electors of the County the proposition of issuing General Obligation Bonds of the County in an amount of not to exceed \$300,000, for the aforesaid purpose, and caused to be given legal, sufficient and timely notice of said election and the time, place and purpose thereof; and Whereas, the County election was duly and legally held and conducted on March 6, 2018, pursuant to a legal notice duly given by publication in a legal newspaper, printed wholly in the English language, published at least once weekly, and having general circulation in the County, said publication in said newspaper appearing on a date not less than ten (10) clear days nor more than twenty (20) days prior to the date of said election, all in strict compliance with the law and the orders of said Board and the County Commissioner of Elections. The affirmative vote on the proposition was equal to more than 60% of the total vote cast for and against the proposition at said election. The proposition was declared and certified to have been duly adopted, no contest thereof having been made, and the Issuer desires to proceed with the issuance of said Bonds for such purpose so authorized at the election, and Whereas, pursuant to the provisions of Chapter 75 of the Code of Iowa, the above mentioned Bonds were heretofore sold at public sale and action should now be taken to issue said Bonds conforming to the terms and conditions of the best bid received at the advertised public sale. Now, Therefore, Be It Resolved By The Board Of Supervisors Of Adair County, State Of Iowa:

Section 1. 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 Bond, the person in whose name such Bond is recorded as the beneficial owner of such Bond 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 Bonds.
- "Bond Fund" shall mean the fund created in Section 3 of this Resolution.
- "Bonds" shall mean \$300,000 General Obligation Bonds, Series 2018, authorized to be issued by this Resolution.
- "Cede & Co." shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.

- "Depository Bonds " shall mean the Bonds 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 Bond pursuant to the Representation Letter.
- "Issuer" and "County" shall mean Adair County, State of Iowa.
- "Participants" shall mean those broker-dealers, banks and other financial institutions for which DTC holds Bonds 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 Bonds as the same shall become due.
- "Project" shall mean installing an elevator at the County courthouse.
- "Project Fund" shall mean the fund required to be established by this Resolution for the deposit of the proceeds of the Bonds.
- "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 Bonds. Unless otherwise specified, the Registrar shall also act as Transfer Agent for the Bonds.
- "Resolution" shall mean this resolution authorizing the Bonds.
- "Tax Exemption Certificate" shall mean the Tax Exemption Certificate approved under the terms of this Resolution and to be executed by the County Treasurer and delivered at the time of issuance and delivery of the Bonds.
- "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 Bonds issued hereunder.

Section 2. Levy and Certification of Annual Tax; Other Funds to be Used.

- a) Levy of Annual Tax. That for the purpose of providing funds to pay the principal and interest of the Bonds 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 Adair County, State of Iowa, to-wit:

| AMOUNT    | FISCAL YEAR (JULY 1 TO JUNE 30)<br>YEAR OF COLLECTION |
|-----------|---|
| \$80,865* | 2018/2019   |
| \$80,174  | 2019/2020   |
| \$78,450  | 2020/2021   |
| \$76,725  | 2021/2022   |

\*County funds on hand will be used to pay the principal and interest of the Bond coming due in fiscal year 2018/2019.

(NOTE: For example the levy to be made and certified against the taxable valuations of January 1, 2018 will be collected during the fiscal year commencing July 1, 2019.)

- b) Resolution to be Filed With County Auditor. A certified copy of this Resolution shall be filed with the Auditor of Adair 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 Bonds issued in anticipation of the tax, and for no other purpose whatsoever.
- c) 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.

Section 3. Bond 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 BOND FUND NO. 1" (the "Bond Fund"), which is hereby pledged for and shall be used only for the payment of the principal of and interest on the Bonds 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.

Section 4. Application of Bond Proceeds. Proceeds of the Bonds, 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 Bonds 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.

Section 5. Investment of Bond Fund Proceeds. All moneys held in the Bond 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 Bonds as herein provided.

Section 6. Bond Details, Execution and Redemption.

- a) Bond Details. General Obligation Bonds of the County in the amount of \$300,000, shall be issued pursuant to the provisions of Section 331.442 of the Code of Iowa for the aforesaid purposes. The Bonds shall be designated "GENERAL OBLIGATION BOND, SERIES 2018", be dated July 25, 2018, and bear interest from the date thereof, until payment thereof, at the office of the Paying Agent, said interest

payable on December 1, 2018, and semiannually thereafter on the 1st day of June and December in each year until maturity at the rates hereinafter provided.

The Bonds 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 Bond. The Bonds shall be in the denomination of \$5,000 or multiples thereof. The Bonds shall mature and bear interest as follows:

| Principal<br>Amount | Interest<br>Rate | Maturity<br>June 1st |
|---------------------|------------------|----------------------|
| \$300,000           | 2.300%           | 2022*                |

\*Term Bonds

- b) Redemption. The Bonds are not subject to redemption prior to maturity.

Section 7. Issuance of Bonds in Book-Entry Form; Replacement Bonds.

- a) Notwithstanding the other provisions of this Resolution regarding registration, ownership, transfer, payment and exchange of the Bonds, unless the Issuer determines to permit the exchange of Depository Bonds for Bonds in Authorized Denominations, the Bonds shall be issued as Depository Bonds in denominations of the entire principal amount of each maturity of Bonds (or, if a portion of said principal amount is prepaid, said principal amount less the prepaid amount). The Bonds must be registered in the name of Cede & Co., as nominee for DTC. Payment of semiannual interest for any Bonds 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 Bonds at the address indicated or in the Representation Letter.
- b) The Bonds will be initially issued in the form of separate single authenticated fully registered bonds in the amount of each stated maturity of the Bonds. Upon initial issuance, the ownership of the Bonds 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 Bonds registered in its name for the purposes of payment of the principal or redemption price of or interest on the Bonds, selecting the Bonds or portions to be redeemed, giving any notice permitted or required to be given to registered owners of Bonds under the Resolution of the Issuer, registering the transfer of Bonds, obtaining any consent or other action to be taken by registered owners of the Bonds and for other purposes. The Paying Agent, Registrar and the Issuer have no responsibility or obligation to any Participant or Beneficial Owner of the Bonds 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 Bonds; with respect to any notice given to owners of Bonds under the Resolution; with respect to the Participant(s) selected to receive payment in the event of a partial redemption of the Bonds, or a consent given or other action taken by DTC as registered owner of the Bonds. The Paying Agent and Registrar shall pay all principal of and premium, if any, and interest on the Bonds 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 Bonds 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 Bonds will be transferable to the new nominee in accordance with this Section.
- c) In the event the Issuer determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bonds certificates, the Issuer may notify DTC and the Paying Agent and Registrar, whereupon DTC will notify the Participants, of the availability through DTC of Bonds certificates. The Bonds will be transferable in accordance with this Section. DTC may determine to discontinue providing its services with respect to the Bonds 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 Bonds will be transferable in accordance with this Section.
- d) Notwithstanding any other provision of the Resolution to the contrary, so long as any Bond 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 Bond and all notices must be made and given, respectively to DTC as provided in the Representation letter.
- e) In connection with any notice or other communication to be provided to Bondholders by the Issuer or the Paying Agent and Registrar with respect to a consent or other action to be taken by Bondholders, 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 Bondholder.
- f) The Representation Letter is on file with DTC and sets forth certain matters with respect to, among other things, notices, consents and approvals by Bondholders and payments on the Bonds. The execution and delivery of the Representation Letter to DTC by the Issuer is ratified and confirmed.
- g) In the event that a transfer or exchange of the Bonds is permitted under this Section, the transfer or exchange may be accomplished upon receipt by the Registrar from the registered owners of the Bonds to be transferred or exchanged and appropriate instruments of transfer. In the event Bond certificates are issued to holders other than Cede & Co., its successor as nominee for DTC as holder of all the Bonds, or other securities depository as holder of all the Bonds, 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 Bonds, (ii) registration and transfer of interests in Depository Bonds 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 Bonds in accordance with and as such interests may appear with respect to such book entries.

- h) The officers of the Issuer are authorized and directed to prepare and furnish to the purchaser, and to the attorneys approving the legality of Bonds, 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 Bonds, and all certified copies, certificates, affidavits and other instruments constitute representations of the Issuer as to the correctness of all stated or recited facts.

Section 8. Registration of Bonds; Appointment of Registrar; Transfer; Ownership; Delivery; and Cancellation.

- a) Registration. The ownership of Bonds may be transferred only by the making of an entry upon the books kept for the registration and transfer of ownership of the Bonds, and in no other way. Bankers Trust Company is hereby appointed as Bond 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 Bonds for the payment of principal of and interest on the Bonds as provided in this Resolution. All Bonds 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 Bonds and in this Resolution.
- b) Transfer. The ownership of any Bond may be transferred only upon the Registration Books kept for the registration and transfer of Bonds 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 Bond (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 Bond, a new fully registered Bond, 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 Bond, and bearing interest at the same rate and maturing on the same date or dates shall be delivered by the Registrar.
- c) Registration of Transferred Bonds. In all cases of the transfer of the Bonds, the Registrar shall register, at the earliest practicable time, on the Registration Books, the Bonds, in accordance with the provisions of this Resolution.
- d) Ownership. As to any Bond, 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 Bonds 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 Bond, including the interest thereon, to the extent of the sum or sums so paid.
- e) Cancellation. All Bonds which have been redeemed shall not be reissued but shall be cancelled by the Registrar. All Bonds 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 Bonds to the Issuer.
- f) Non-Presentation of Bonds. In the event any payment check representing payment of principal of or interest on the Bonds is returned to the Paying Agent or if any bond is not presented for payment of principal at the maturity or redemption date, if funds sufficient to pay such principal of or interest on Bonds 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 Bonds 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 Bonds 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 Bonds. 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 Bonds of whatever nature shall be made upon the Issuer.
- g) Registration and Transfer Fees. The Registrar may furnish to each owner, at the Issuer's expense, one bond for each annual maturity. The Registrar shall furnish additional Bonds in lesser denominations (but not less than the minimum denomination) to an owner who so requests.

Section 9. Reissuance of Mutilated, Destroyed, Stolen or Lost Bonds. In case any outstanding Bond shall become mutilated or be destroyed, stolen or lost, the Issuer shall at the request of Registrar authenticate and deliver a new Bond of like tenor and amount as the Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond to Registrar, upon surrender of such mutilated Bond, or in lieu of and substitution for the Bond destroyed, stolen or lost, upon filing with the Registrar evidence satisfactory to the Registrar and Issuer that such Bond 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.

Section 10. Record Date. Payments of principal and interest, otherwise than upon full redemption, made in respect of any Bond, 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 Bonds to the extent of the payments so made. Upon receipt of the final payment of principal, the holder of the Bond shall surrender the Bond to the Paying Agent.

Section 11. Execution, Authentication and Delivery of the Bonds. Upon the adoption of this Resolution, the Chairperson and Auditor shall execute the Bonds by their manual or authorized signature and deliver the Bonds to the Registrar, who shall authenticate the Bonds and deliver the same to or upon order of the Purchaser. No Bond 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 Bond a Certificate of Authentication substantially in the form of the Certificate herein set forth. Such Certificate upon any Bond executed on behalf of the Issuer shall be conclusive evidence that the Bond so authenticated has been duly issued under this Resolution and that the holder thereof is entitled to the benefits of this Resolution.

No Bonds 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 authorizing the issuance of the Bonds;
2. A written order of Issuer signed by the Treasurer of the Issuer directing the authentication and delivery of the Bonds 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 Bonds proposed to be issued.

Section 12. 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 bondholder.

Section 13. Form of Bond. Bonds shall be printed substantially in the form as follows:

"STATE OF IOWA"  
 "COUNTY OF ADAIR"  
 "GENERAL OBLIGATION BOND"  
 "SERIES 2018"  
 GENERAL COUNTY PURPOSE

Rate: \_\_\_\_\_  
 Maturity: \_\_\_\_\_  
 Bond Date: July 25, 2018  
 CUSIP No.: \_\_\_\_\_  
 "Registered"  
 Certificate No. \_\_\_\_\_  
 Principal Amount: \$ \_\_\_\_\_

Adair 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, Des Moines, Iowa, 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, 2018, 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 Bond 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 Bond is issued pursuant to the provisions of Section 331.442 of the Code of Iowa, for the purpose of paying costs of installing an elevator at the County courthouse, in conformity to a Resolution of the Board of said County duly passed and approved.

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 Bonds are not subject to redemption prior to maturity.

The Bonds maturing on 2022 are subject to mandatory redemption prior to maturity by application of money on deposit in the Bond Fund and shall bear interest at 2.300% per annum at a price of the portion of the principal amount thereof to be redeemed plus accrued interest at the redemption date on June 1st of each of the years in the principal amount set opposite each year in the following schedule:

| Principal<br>Amount | Maturity<br>June 1st |
|---------------------|----------------------|
| \$75,000            | 2019                 |
| \$75,000            | 2020                 |
| \$75,000            | 2021                 |
| \$75,000            | 2022*                |

\*Final Maturity

The principal amount of Term Bonds may be reduced through the earlier optional redemption, with any partial optional redemption of the Term Bonds credited against future mandatory redemption requirements for such Term Bonds in such order as the County shall determine.

Ownership of this Bond may be transferred only by transfer upon the books kept for such purpose by Bankers Trust Company, Des Moines, Iowa the Registrar. Such transfer on the books shall occur only upon presentation and surrender of this Bond 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 Bondholders of such change. All bonds 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 Bond Resolution.

This Bond 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 Bond, 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 Bond 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 Bond, does not exceed the constitutional or statutory limitations.

IN TESTIMONY WHEREOF, the Issuer by its Board, has caused this Bond 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 Bonds described in the within mentioned Resolution, as registered by Bankers Trust Company.

BANKERS TRUST COMPANY, Registrar

Des Moines, Iowa 50309

By: \_\_\_\_\_

Authorized Signature

Registrar and Transfer Agent: Bankers Trust Company

Paying Agent: Bankers Trust Company

SEE REVERSE FOR CERTAIN DEFINITIONS

(Seal)

(Signature Block)

ADAIR 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 Bond and does hereby irrevocably constitute and appoint \_\_\_\_\_ attorney in fact to transfer the said Bond on the books kept for registration of the within Bond, with full power of substitution in the premises.

Dated: \_\_\_\_\_

\_\_\_\_\_

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

SIGNATURE )

GUARANTEED) \_\_\_\_\_

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 bond(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\* \_\_\_\_\_ Corporation \_\_\_\_\_

Partnership \_\_\_\_\_ Trust \_\_\_\_\_

\*If the Bond 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 Bond, 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 Bond)

Section 14. Closing Documents. 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.

Section 15. Contract Between Issuer and Purchaser. This Resolution constitutes a contract between said County and the purchaser of the Bonds.

Section 16. 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 Bonds issued hereunder which will cause any of the Bonds to be classified as arbitrage bonds 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 Bonds 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 Bonds will be used in a manner that would cause the Bonds to be arbitrage bonds.

Section 17. 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 Bonds. 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 Bonds to certify as to the reasonable expectations and covenants of the Issuer at that date.

Section 18. Additional Covenants, Representations and Warranties of the Issuer. The Issuer certifies and covenants with the purchasers and holders of the Bonds 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 Bonds; (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 Bonds; (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.

Section 19. Amendment of Resolution to Maintain Tax Exemption. This Resolution may be amended without the consent of any owner of the Bonds if, in the opinion of Bond Counsel, such amendment is necessary to maintain tax exemption with respect to the Bonds under applicable Federal law or regulations.

Section 20. Qualified Tax-Exempt Obligations. For the sole purpose of qualifying the Bonds 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 Bonds 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.

Section 21. Repeal of Conflicting Resolutions or Ordinances. All ordinances and resolutions and parts of ordinances and resolutions in conflict herewith are hereby repealed.

Section 22. 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.

Roll call vote: Hoadley, aye; Wedemeyer, aye; Homan, absent; Shelley, aye; and Twombly, aye. Approved.

**ADJOURNMENT:** Moved by Twombly and seconded by Wedemeyer to adjourn at 10:37 a.m. Approved.

**ADAIR COUNTY BOARD OF SUPERVISORS:** \_\_\_\_\_ Jodie Hoadley, Chairman

**ATTEST:** \_\_\_\_\_ Mindy Schaefer, Auditor