

Office of Mills County Auditor  
Carol Robertson  
Mills County Courthouse  
Glenwood, IA

The Board of Supervisors met this 4th day of October, 2016, in the Board of Supervisors meeting room at the Mills County Courthouse in Glenwood with Supervisors Ron Kohn, Lonnie Mayberry and Richard Crouch present. Carol Vinton and Bob Spetman were also present.

Motion by Mayberry seconded by Crouch to approve the October 4, 2016 agenda with a revision to include Resolution 16-26 on the last item to authorize the issuance of the county's \$4,580,000 general obligation county refunding bonds, series 2016 A and approve the September 27, 2016 minutes as presented. Motion carried on a vote: Ayes: 3 Nays: 0.

Motion by Mayberry seconded by Crouch to pay the accounts payable as presented.  
Motion carried on a vote: Ayes: 3 Nays: 0

There were no utility permits to report this week.

Motion by Mayberry seconded by Crouch to authorize the Chair to sign voucher #5 (Final) for project STP-S-CO65(98)—5E-65, resurfacing of M-16 in the amount of \$13,597.65 which is the retainage for this project. Motion carried on a vote: Ayes: 3 Nays: 0

Engineer Mayberry reported to the Board that work on 390<sup>th</sup> Street Bridge project started yesterday. Mayberry also reported the 221<sup>st</sup> bridge replacement was complete. He is looking into concerns in the area of 221<sup>st</sup> and Barrus and will be getting in touch with the property owners in that area.

Motion by Crouch seconded by Mayberry to hire Ethan Richter as a new deputy with an effective date of hire October 5, 2016 and salary of \$47,393. He has passed all physical, background, drug screening and psychological testing.  
Motion carried on a vote: Ayes: 3 Nays: 0

Motion by Mayberry seconded by Crouch to authorize the purchase of a 2016 Chevy 4WD, 4D Tahoe at the fleet rate from Karl Chevrolet in Ankeny, Iowa in the amount of \$33,570.40. This will replace the current vehicle for Sergeant York.  
Motion carried on a vote: Ayes: 3 Nays: 0

Mills County E911/Emergency Management Director Larry Hurst, EMA Specialist Travis Hitchcock, Motorola Solutions rep Shari Schmitz and E911 Board member Duane Volz were present to discuss the INOP Comm Project.  
Hurst updated the Board on the INOP committee project and their progress.

Mills County E911/Emergency Management Director Larry Hurst and Motorola Solutions rep Shari Schmitz shared the timeline needed for public hearings for the INOP project and the potential lease/purchase agreements and items that would be included in this project and those that would not. Hurst will redo the timeline.

Mills County Assistant Attorney Tyler Loontjer and Nick Johnson from the County Attorney's office were present to discuss the Next Generation Communications contract and lease review. The County Attorney's office provided a letter stating they had received and reviewed the contract from Motorola Solutions as well as a potential lease agreement if the County determines they will proceed with this project.

Motion by Mayberry seconded by Crouch to approve the 5 new business property tax credit applications and authorize the Chair to sign the applications.  
Motion carried on a vote: Ayes: 3 Nays: 0

Kohn shared that the various Boards he currently sits on that will be looking for representatives to take his place specifically on Tourism and West Central Community Action.  
Supervisor Mayberry updated the Board on 4<sup>th</sup> Judicial and Juvenile Detention and also provided a copy of the Judicial District Department of Correctional Services Annual Report.  
Supervisor Crouch updated the Board on the Manure Management meeting he attended. He stated that Mills County may want to designate someone to take the permits. Crouch also did an update on Mental Health meetings.

Motion by Mayberry seconded by Crouch to approve Resolution 16-26 – To Authorize the Issuance of the County’s \$4,580,000 General Obligation County Refunding Bonds, Series 2016A.

RESOLUTION NO. 16-26

Resolution authorizing and approving a Loan Agreement, providing for the issuance of \$4,580,000 General Obligation County Refunding Bonds, Series 2016A, directing the levy of taxes to pay the same and approving escrow agreement

WHEREAS, the Board of Supervisors (the “Board”) of Mills County, Iowa (the “County”), has previously issued \$6,200,000 General Obligation County Public Safety Center Bonds, Series 2013A, (the “Series 2013A Bonds”); and

WHEREAS, in the resolution authorizing the issuance of the Series 2013A Bonds, the County reserved the right to call for payment prior to maturity any or all of the Series 2013A Bonds maturing after June 1, 2020 (the “Callable Series 2013A Bonds”); and

WHEREAS, the Board has heretofore proposed to issue General Obligation County Refunding Bonds, Series 2016A, pursuant to the provisions of Chapter 331 of the Code of Iowa, and has proposed to enter into a loan agreement (the “Loan Agreement”) for the purpose of paying the cost, to that extent, of advance refunding all of the Callable Series 2013A Bonds and has published notice of the proposed action and has held a hearing thereon; and

WHEREAS, it has been proposed that the County enter into the Loan Agreement with Northland Securities, Minneapolis MN (the “Purchaser”) and issue \$4,580,000 General Obligation County Refunding Bonds, Series 2016A (the “Bonds”) in evidence of its obligations under the Loan Agreement; and

WHEREAS, the Purchaser prepared a certain Bond Purchase Agreement (the “Bond Purchase Agreement”) with respect to the Loan Agreement and the Bonds, and the Board has previously approved the Bond Purchase Agreement and has made provision for its execution and delivery; and

WHEREAS, it is now necessary to take final action for approval of the Loan Agreement and the issuance of the Bonds, and to authorize the early redemption of the Callable Series 2013A Bonds;

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

Section 1. The County shall enter into the Loan Agreement with the Purchaser 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 \$4,580,000, for the purpose set forth in the preamble hereof.

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

Section 2. The Bonds are hereby authorized to be issued in evidence of the obligation of the County under the Loan Agreement, in the total aggregate principal amount of \$4,580,000, to be dated October 15, 2016, in the denomination of \$5,000 each, or any integral multiple thereof, maturing annually on June 1 in each of the years, in the respective principal amounts and bearing interest at the respective rates as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate Per Annum</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate Per Annum</u>
2021	\$305,000	3.000%	2027	\$350,000	2.000%
2022	\$315,000	3.000%	2030	\$1,100,000	2.050%
2023	\$325,000	3.000%	2031	\$380,000	2.250%
2024	\$330,000	2.000%	2032	\$390,000	2.350%
2025	\$340,000	2.000%	2033	\$400,000	2.450%
2026	\$345,000	2.000%			

Section 3. Bankers Trust Company, Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the 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 prepay part or all of the principal of the Bonds maturing in each of the years 2024 to 2033, inclusive, prior to and in any order of maturity on June 1, 2023, or on any date thereafter upon terms of par and accrued interest.

Principal of the Bond maturing on June 1, 2030, is subject to mandatory redemption (by lot, as selected by the Registrar) on June 1, 2028, and June 1, 2029, 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>
2028	\$360,000
2029	\$365,000
2030	\$375,000(Maturity)

If less than all of the Bonds of any like maturity are to be redeemed, the particular part of those Bonds to be redeemed shall be selected by the Registrar by lot. The Bonds may be called in part in one or more units of \$5,000.

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 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 Bonds (or portion thereof) to be redeemed shall be sent by electronic means or mailed 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 Bonds so called for redemption, and that if funds are not available, such redemption shall be cancelled by written notice to the owners of the 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.

Accrued interest on the Bonds shall be payable semiannually on the first day of June and December in each year, commencing June 1, 2017. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the 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 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 Bonds at the office of the Paying Agent.

The Bonds shall be executed on behalf of the County with the official manual or facsimile signature of the Chairperson of the Board and attested with the official manual or facsimile signature of the County Auditor, and shall be fully registered Bonds without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Bonds shall cease to be such officer before the delivery of the 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 Bonds shall not be valid or become obligatory for any purpose until the Certificate of Authentication thereon shall have been signed by the Registrar.

The 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 Bonds shall be kept confidential as provided by Section 22.7 of the Code of Iowa.

Section 4. Notwithstanding anything above to the contrary, the 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 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 Bonds or the County determines not to continue the book-entry system for recording ownership interests in the 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



Supervisors authorizing and approving the Loan Agreement and providing for the issuance and securing the payment of the 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 Bonds and the rights of the owners of the Bonds.

The County reserves the right to prepay part or all of the principal of the Bonds maturing in each of the years 2024 to 2033, inclusive, prior to and in any order of maturity on June 1, 2023, or on any date thereafter upon terms of par and accrued interest. In addition, principal of the Bond maturing on June 1, 2030 is subject to mandatory redemption (by lot, as selected by the Registrar) on the date and in accordance with the mandatory redemption schedule 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 all of the Bonds of any like maturity are to be redeemed, the particular part of those Bonds to be redeemed shall be selected by the Registrar by lot. The Bonds may be called in part in one or more units of \$5,000. 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 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 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. 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, Mills 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 October 15, 2016.

Section 6. The Bonds shall be executed as herein provided as soon after the adoption of this resolution as may be possible and thereupon shall be delivered to the Registrar for registration, authentication and delivery to or upon the direction of the Purchaser, upon receipt of the loan proceeds (the "Proceeds"), and all action heretofore taken in connection with the Loan Agreement and the sale of the Bonds is hereby ratified and confirmed in all respects.

Section 7. Bankers Trust Company, as Registrar and Paying Agent for the Series 2013A Bonds is hereby authorized to take all action necessary to call the Callable Series 2013A Bonds for redemption on June 1, 2020 (the "Redemption Date"), and is further authorized and directed to give notice of such redemption by sending notice to each of the registered owners of the Callable Series 2013A Bonds to be redeemed at the addresses shown on the County's registration books, not less than 30 days prior to the Redemption Date.

Section 8. As required by Chapter 76 of the Code of Iowa, and for the purpose of providing for the levy and collection of a direct annual tax sufficient to pay the interest on the Bonds as it falls due, and also to pay and discharge the principal thereof at maturity, there is hereby ordered levied on all the taxable property in the County in each of the years while the Bonds or any of them are outstanding, a tax sufficient for that purpose, and in furtherance of this provision, but not in limitation thereof, there is hereby 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, 2020,  
sufficient to produce the net annual sum of \$410,715;

For collection in the fiscal year beginning July 1, 2021,  
sufficient to produce the net annual sum of \$411,565;

For collection in the fiscal year beginning July 1, 2022,  
sufficient to produce the net annual sum of \$412,115;

For collection in the fiscal year beginning July 1, 2023,  
sufficient to produce the net annual sum of \$407,365;

For collection in the fiscal year beginning July 1, 2024,  
sufficient to produce the net annual sum of \$410,765;

For collection in the fiscal year beginning July 1, 2025,  
sufficient to produce the net annual sum of \$408,965;

For collection in the fiscal year beginning July 1, 2026,  
sufficient to produce the net annual sum of \$407,065;

For collection in the fiscal year beginning July 1, 2027,  
sufficient to produce the net annual sum of \$410,065;

For collection in the fiscal year beginning July 1, 2028,  
sufficient to produce the net annual sum of \$407,685;

For collection in the fiscal year beginning July 1, 2029,  
sufficient to produce the net annual sum of \$410,203;

For collection in the fiscal year beginning July 1, 2030,  
sufficient to produce the net annual sum of \$407,515;

For collection in the fiscal year beginning July 1, 2031,  
sufficient to produce the net annual sum of \$408,965;

For collection in the fiscal year beginning July 1, 2032,  
sufficient to produce the net annual sum of \$409,800.

Section 9. A certified copy of this resolution shall be filed with the County Auditor, 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 Bonds hereby authorized and for no other purpose whatsoever.

Pursuant to the provisions of Section 76.4 of the Code of Iowa, each year while the Bonds remain outstanding and unpaid, any funds of the County which may lawfully be applied for such purpose may be appropriated, budgeted and, if received, used for the payment of the principal of and interest on the Bonds as the same become due, and if so appropriated, the taxes for any given fiscal year as provided for in Section 8 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.

Section 10. It is hereby determined that the County shall enter into an escrow agreement (the "Escrow Agreement") with the Registrar, as Escrow Agent, in such form as has been presented to the Board. The Escrow Agreement is hereby approved and the Chairperson and County Auditor are hereby authorized and directed to execute the Escrow Agreement on behalf of the County. The proceeds shall be deposited and invested in accordance with the terms of the Escrow Agreement, and, as set forth therein, when timely, shall be used to fund the redemption of the Callable Series 2013A Bonds.

Section 11. The interest or principal and both of them falling due in any year or years shall, if necessary, be paid promptly from current available funds of the County 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 12. It is the intention of the County that interest on the 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 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 Bonds as “Qualified Tax Exempt Obligations” as that term is used in Section 265(b)(3)(B) of the Internal Revenue Code.

Section 13. 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 such securities, an underwriter has reasonably determined that the issuer or an obligated person has undertaken in writing for the benefit of the holders of such securities to provide certain disclosure information to prescribed information repositories on a continuing basis so long as such securities are outstanding.

On the date of issuance and delivery of the 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 14. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Motion carried on a roll call vote: Kohn – Aye, Mayberry – Aye, Crouch - Aye

There being no further business to come before the Board at this time, they adjourned to meet on Tuesday, October 11, 2016.

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Ron Kohn – Chairman

ATTEST:

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Carol Robertson, Auditor