

The Worth County Board of Supervisors met pursuant to adjournment with all members present.

Motion by Haugen, second by May, carried to approve the October 8, 2012 board minutes.

Motion by Haugen, second by May, carried to approve the clerk of court’s monthly and the recorder’s quarterly reports.

Motion by Haugen, second by May, carried to approve Resolution #10-15-12 Resolution authorizing and approving a Loan Agreement and providing for the issuance of \$2,910,000 General Obligation Urban Renewal Bonds, Series 2012A

WHEREAS, the Board of Supervisors of Worth County, Iowa (the “County”), has heretofore proposed to enter into a loan agreement (the “Loan Agreement”) in a principal amount not to exceed \$3,950,000 pursuant to the provisions of Sections 331.402 and 331.441 of the Code of Iowa for the essential county purpose of paying the cost, to that amount, of planning, undertaking, and carrying out projects in the Worth County Consolidated Urban Renewal Area consisting of the construction of a wastewater treatment facility and a water treatment facility, and, in lieu of calling an election therefor, the County has published notice of the proposed action, including notice of right to petition for an election, and no petition has been filed with the County Auditor asking that the question of entering into the Loan Agreement be submitted to the registered voters of the County; and

WHEREAS, it has been proposed that the County enter into the Loan Agreement with Northland Securities, Inc., Minneapolis, Minnesota (the “Underwriter”) and issue \$2,910,000 General Obligation Urban Renewal Bonds, Series 2012A (the “Bonds”) in evidence of its obligations under the Loan Agreement; and

WHEREAS, the County and the Underwriter have entered into a certain Bond Purchase Agreement with respect to the Loan Agreement and the Bonds, and it is now necessary for the Board to approve the Loan Agreement and authorize issuance of the Bonds;

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

Section 1. The County hereby determines to enter into the Loan Agreement with the Underwriter, in substantially the form as has been provided to the Board, providing for a loan to the County in the principal amount of \$2,910,000, for the purpose or purposes set forth in the preamble hereof.

The Chairperson of the Board and the 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 \$2,910,000, to be dated November 15, 2012, maturing on June 1 in each of the years, in the respective principal amounts and bearing interest at the respective rates as follows:

Year	Principal Amount	Interest Rate Per Annum	Year	Principal Amount	Interest Rate Per Annum
2017	\$175,000	.80%	2024	\$230,000	2.00%
2018	\$205,000	2.00%	2025	\$235,000	2.10%
2019	\$205,000	2.00%	2026	\$240,000	2.30%
2020	\$210,000	2.00%	2027	\$245,000	2.40%
2021	\$215,000	2.00%	2028	\$250,000	2.50%

2022	\$220,000	2.00%	2029	\$255,000	2.60%
2023	\$225,000	2.00%			

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 Bonds maturing in each of the years 2021 to 2029, inclusive, prior to and in any order of maturity, on June 1, 2020, or on any date thereafter upon terms of par and accrued interest.

Principal of the Bond maturing on June 1, 2017, is subject to mandatory redemption (by lot, as selected by the Registrar) on June 1, 2015, and June 1, 2016, at a redemption price of 100% of the principal amounts thereof to be redeemed, plus accrued interest thereon to the redemption date, in the following principal amounts:

<u>Year</u>	<u>Principal Amount</u>
2015	\$15,000
2016	\$45,000
2017	\$115,000 (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 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.

Accrued interest on the Bonds shall be payable semiannually on the first day of June and December in each year, commencing June 1, 2013. 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 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 Bonds.

Ownership interest in the Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Bonds as nominees will not receive certificated 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 Bonds, which will be confirmed in accordance with DTC’s standard procedures. Each such person for which a Participant has an interest in the 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 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 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 Bonds acquired. Transfers of ownership interests in the 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 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 Bonds shall be in substantially the following form:

(Form of Bond)

UNITED STATES OF AMERICA

STATE OF IOWA

WORTH COUNTY

GENERAL OBLIGATION URBAN RENEWAL BOND, SERIES 2012A

No. _____ \$ _____

RATE	MATURITY DATE	BOND DATE	CUSIP
_____%	June 1, _____	November 15, 2012	981656 _____

Worth County (the "County"), Iowa, for value received, promises to pay on the maturity date of this Bond to

Cede & Co.
New York, NY

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 Bankers Trust Company, 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 June 1, 2013, 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 will 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 Urban Renewal Bonds, Series 2012A (the "Bonds"), issued in the aggregate principal amount of \$2,910,000 by the County to evidence its obligation under a certain Loan Agreement, dated as of November 15, 2012 (the "Loan Agreement"), entered into by the County for the purpose of paying the cost, to that amount, of planning, undertaking, and carrying out projects in the Worth County Consolidated Urban Renewal Area consisting of the construction of a wastewater treatment facility and a water treatment facility.

The Bonds are issued pursuant to and in strict compliance with the provisions of Sections 331.402(3) and 331.443 of the Code of Iowa, 2011, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the County Board of

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 Bonds maturing in each of the years 2021 to 2029, inclusive, prior to and in any order of maturity, on June 1, 2020, or on any date thereafter upon terms of par and accrued interest. In addition, principal of the Bond maturing on June 1, 2017 is subject to mandatory redemption (by lot, as selected by the Registrar) on the dates 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; that the faith, credit, revenues and resources and all the real and personal property of the County are irrevocably pledged for the prompt payment hereof, both principal and interest; and that the total indebtedness of the County, including this Bond, does not exceed any constitutional or statutory limitations.

IN TESTIMONY WHEREOF, Worth 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 November 15, 2012.

WORTH COUNTY, IOWA

By (DO NOT SIGN)
Chairperson, Board of Supervisors

Attest:

(DO NOT SIGN)
County Auditor

Registration Date: (Registration Date)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolution.

BANKERS TRUST COMPANY
Des Moines, Iowa
Registrar

By (Authorized 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	(Custodian)
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 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, 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. 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 be and 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, to-wit:

For collection in the fiscal year beginning July 1, 2014,
sufficient to produce the net annual sum of \$75,815;
For collection in the fiscal year beginning July 1, 2015,
sufficient to produce the net annual sum of \$105,695;
For collection in the fiscal year beginning July 1, 2016,
sufficient to produce the net annual sum of \$175,335;
For collection in the fiscal year beginning July 1, 2017,
sufficient to produce the net annual sum of \$264,415;
For collection in the fiscal year beginning July 1, 2018,
sufficient to produce the net annual sum of \$260,315;

For collection in the fiscal year beginning July 1, 2019,
sufficient to produce the net annual sum of \$261,215;
For collection in the fiscal year beginning July 1, 2020,
sufficient to produce the net annual sum of \$262,015;
For collection in the fiscal year beginning July 1, 2021,
sufficient to produce the net annual sum of \$262,715;
For collection in the fiscal year beginning July 1, 2022,
sufficient to produce the net annual sum of \$263,315;
For collection in the fiscal year beginning July 1, 2023,
sufficient to produce the net annual sum of \$263,815;
For collection in the fiscal year beginning July 1, 2024,
sufficient to produce the net annual sum of \$264,215;
For collection in the fiscal year beginning July 1, 2025,
sufficient to produce the net annual sum of \$264,280;
For collection in the fiscal year beginning July 1, 2026,
sufficient to produce the net annual sum of \$263,760;
For collection in the fiscal year beginning July 1, 2027,
sufficient to produce the net annual sum of \$262,880;
For collection in the fiscal year beginning July 1, 2028,
sufficient to produce the net annual sum of \$261,630.

Section 8. 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. Any amount received by the County as accrued interest on the Bonds shall be deposited into such special account and used to pay interest due on the Bonds on the first interest payment date.

The projects for which the proceeds of the Bonds are being spent are hereby declared to be urban renewal projects of the County, to be carried out pursuant to the urban renewal plan for the Worth County Consolidated Urban Renewal Area, and the County hereby states its intention to allocate incremental property tax revenues to the payment of principal of and interest on the Bonds.

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 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. The County hereby pledges the faith, credit, revenues and resources and all of the real and personal property of the County for the full and prompt payment of the principal of and interest on the Bonds.

Section 10. 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 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 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 12. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Passed and approved October 15, 2012.

Kenneth J. Abrams, Chairperson, Board of Supervisors

Attest:

Kay Clark, County Auditor

The meeting adjourned until 9:00 A.M., October 22, 2012.

Auditor

Chairperson