

**Dickinson County Board of Supervisors
October 22, 2013**

9:30 A.M. Present are Supervisors Paul Johnson, Mardi Allen, Pam Jordan, Bill Leupold, Vice-Chairperson and Chairperson David Gottsche

Pledge of allegiance to the flag was recited by those present.

October 22, 2013

The Board of Supervisors of Dickinson County, Iowa, met on the above date in the Dickinson County Courthouse, 1802 Hill Avenue, Spirit Lake, Iowa, at 9:30 a.m., in open regular session, pursuant to law and the rules of said Board of Supervisors. The meeting was called to order by the Chairperson, David Gottsche, presiding, and on roll call the following named Board Members were present:

Paul Johnson
Mardi Allen
Pam Jordan
Bill Leupold

Absent: None

The Chairperson announced that this was the time and place for the public hearing and meeting on the matter of the issuance of the County's Senior Housing Revenue Notes (Keelson Harbour – Vista Prairie Communities Project) Series 2013, in an aggregate principal amount not to exceed \$5,000,000, pursuant to the provisions of Chapter 419, Code of Iowa, for the purpose of financing the costs of constructing, equipping and furnishing an addition to an existing senior housing facility located within the Issuer at 2810 Aurora Avenue West, Spirit Lake, Iowa, such improvements to consist of the construction of approximately 27 new assisted living units, expansion of the existing main dining area, installation of a new patio area, and other improvements (the "Project") and paying costs of issuance and related costs. It is proposed that the proceeds from the sale of said Notes be loaned by the County to Spirit Lake-GEAC, LLC, an Iowa limited liability company (the "Borrower"), whose sole member is Government and Educational Assistance Corporation (d/b/a Vista Prairie Communities), an Arkansas nonprofit corporation ("GEAC"), with loan payments sufficient to pay principal of, interest and premium, if any, on such Notes as the same shall fall due. Notice of the proposed action by the Board to institute proceedings for the issuance of said notes, has been published pursuant to the provisions of Chapter 419 of the Code of Iowa.

The Chairperson then asked the Auditor whether any written objections had been filed by any county resident or property owner to the issuance of said notes. The Auditor advised that no written objections had been filed. The Chairperson then called for oral objections to the issuance of said notes and none were made. Whereupon, the Chairperson declared the time for receiving oral and written objections to be closed.

After ample opportunity had been given to all persons who appeared at the hearing to express their views for or against the proposal to issue the Notes, matters were discussed relative to final authorization and issuance of not to exceed \$5,000,000 aggregate principal amount of the County's Senior Housing Revenue Notes (Keelson Harbour – Vista Prairie Communities Project) Series 2013. Following a discussion of the proposal, Board Member Leupold proposed the following Resolution and moved its adoption. Board Member Jordan seconded the motion to adopt. After due consideration of said motion, the roll was called and the Resolution was adopted by the following vote:

AYES: Johnson
 Allen
 Jordan

Leupold
Gottsche

NAYS: None

The Resolution was thereupon signed by the Chairperson and in evidence of approval attested by the County Auditor and declared to be effective. The Resolution is as follows:

RESOLUTION NO. 2013-12

PUBLIC HEARING AND RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF SENIOR HOUSING REVENUE NOTES (KEELSON HARBOUR – VISTA PRAIRIE COMMUNITIES PROJECT) SERIES 2013, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,000,000 AND AUTHORIZING THE EXECUTION OF DOCUMENTS RELATING THERETO

WHEREAS, Dickinson County, Iowa (the "Issuer") is a political subdivision organized and existing under the Constitution and laws of the State of Iowa, and is authorized and empowered by Chapter 419 of the Code of Iowa (the "Act"), to issue revenue bonds or notes and loan the proceeds from the sale of said bonds or notes to one or more parties to be used to defray all or a portion of the cost of acquiring, constructing, improving and equipping a "project", as that term is defined in the Act, including land, buildings and improvements suitable for use as a facility for an organization described in Section 501(c)(3) of the Internal Revenue Code which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code (a "Tax Exempt Organization") and to retire any existing indebtedness on a facility for a Tax Exempt Organization; and

WHEREAS, the Issuer has been requested by Spirit Lake-GEAC, LLC (the "Borrower"), an Iowa limited liability company, to authorize and issue its revenue bonds or notes pursuant to the provisions of the Act for the purpose of financing the costs of constructing, equipping and furnishing an addition to an existing senior housing facility located within the Issuer at 2810 Aurora Avenue West, Spirit Lake, Iowa, such improvements to consist of the construction of approximately 27 new assisted living units, expansion of the existing main dining area, installation of a new patio area, and other improvements (the "Project") and paying costs of issuance and related costs; and

WHEREAS, the sole member of the Borrower is Governmental and Educational Assistance Corporation (d/b/a Vista Prairie Communities), an Arkansas nonprofit corporation and Tax Exempt Organization ("GEAC"); and

WHEREAS, the proceeds from the sale of the Notes are to be loaned by the Issuer to the Borrower pursuant to the provisions of a Loan Agreement (the "Loan Agreement") between the Issuer, the Borrower and a financial institution to be approved by the Issuer and the Borrower as the Servicer (the "Servicer"); and

WHEREAS, a notice of hearing on the proposal to issue notes in an aggregate principal amount not to exceed \$5,000,000 has been published as required by law; and

WHEREAS, a public hearing has been held at the time and place as specified in said notice of hearing and any and all objections or other comments relating to such Notes (as hereinafter defined) have been heard and it is deemed to be in the best interests of the Issuer that said Notes be issued as proposed; and

WHEREAS, the Issuer proposes to sell the Notes to a financial institution to be approved by the Issuer and the Borrower (the "Lender").

NOW, THEREFORE, Be It Resolved by the Board of Supervisors of the Issuer as follows:

Section 1. (A) That at the public hearing conducted by this Board of Supervisors in accordance with the provisions of Section 419.9 of the Act and Section 147(f) of the Internal Code of 1986, as amended, pursuant to published notice, all persons who appeared were given an opportunity to express their views with respect to the proposal to issue said Notes, and that it is hereby determined that any and all objections to the issuance of said Notes are hereby overruled and this Board of Supervisors shall proceed with the necessary proceedings relating to the issuance of said Notes.

(B) That it is hereby determined that it is necessary and advisable that the Issuer proceed with the issuance of its Senior Housing Revenue Notes (Keelson Harbour – Vista Prairie Communities Project) Series 2013, to be issued in the aggregate principal amount not to exceed \$5,000,000 (the "Notes"), as authorized and permitted by the Act, and loan (the "Loan") the proceeds of the sale of the Notes to the Borrower to finance the costs of the Project and pay costs of issuance.

(C) Pursuant to a Loan Agreement to be entered into between the Issuer, the Borrower and the Servicer, the Borrower agrees to repay the Loan in specified amounts and at specified times sufficient to pay in full when due the principal of, premium, if any, and interest on the Notes. In addition, the Loan Agreement contains provisions relating to the acquisition, maintenance and operation of the Project, indemnification, insurance, and other agreements and covenants which are required or permitted by the Act and which the Issuer and the Borrower deem necessary or desirable for the financing of the Project. A draft of the Loan Agreement has been submitted to the Board of Supervisors for its review. The Chairperson and the County Auditor are hereby authorized and directed to execute and deliver the Loan Agreement with such changes, modifications, deletions or additions as deemed appropriate by bond counsel.

(D) Pursuant to a Servicing Agreement (the "Servicing Agreement"), to be entered into among the Issuer and the Servicer, the Issuer, among other things, will grant to the Servicer a security interest in all of the Issuer's rights, title and interest in and to the Loan Agreement except certain rights of the Issuer relating to expenses, indemnity, payment of attorneys' fees and advances. The Chairperson and the County Auditor are hereby authorized and directed to execute and deliver the Servicing Agreement with such changes, modifications, deletions or additions as deemed appropriate by bond counsel.

(E) The Issuer and the Borrower shall set forth certain representations and certifications with respect to maintaining the tax-exempt status of the Notes as required by the Internal Revenue Code of 1986, as amended, in a Tax Certificate and Agreement (the "Tax Agreement"). A draft of the Tax Agreement has been submitted to the Board of Supervisors for its review. The form and content of the Tax Agreement, the provisions of which are incorporated herein by reference, are hereby authorized, approved and confirmed. The Chairperson and the County Auditor are hereby authorized and directed to execute and deliver the Tax Agreement with such changes, modifications, deletions or additions as deemed appropriate by bond counsel.

(F) The Notes will be special limited obligations of the Issuer payable solely from payments derived pursuant to the Loan Agreement. The Notes shall not be payable from or charged upon any funds other than the revenues pledged to the payment thereof, nor shall the Issuer be subject to any liability thereon. No holder of the Notes shall ever have the right to compel any exercise of the taxing power of the Issuer to pay the Notes or the interest thereon, nor to enforce payment thereof against any property of the Issuer. The Notes shall never constitute a debt of the Issuer within the meaning of any constitutional or statutory limitation and shall never constitute or give rise to a pecuniary liability of the Issuer or a charge against its general credit or taxing power. A draft of the Notes has been submitted to the Board of Supervisors for its review. The Chairperson and the County Auditor are hereby authorized and directed to execute and deliver the Notes with such changes, modifications, deletions or additions as deemed appropriate by bond counsel.

Section 2. In order to provide for the financing of the Project, the Issuer hereby authorizes the issuance of the Notes in an aggregate principal amount not to exceed \$5,000,000. The Note shall be in substantially the form submitted to the Board of Supervisors and shall mature in the years and amounts, be subject to redemption, and bear interest at initial rates not to exceed 8% per annum.

Section 3. The Loan Agreement, the Servicing Agreement, the Tax Agreement, and the Notes are hereby made a part of this Resolution as though fully set forth herein and are hereby approved in substantially the forms presented to the Board of Supervisors. The Chairperson and the

County Auditor are authorized and directed to execute, acknowledge and deliver said documents on behalf of the Issuer with such changes, insertions and omissions therein as such officers may hereafter deem appropriate and approved by bond counsel, such execution to be conclusive evidence of approval of such documents in accordance with the terms hereof.

Section 4. The Chairperson and the County Auditor are authorized and directed to execute and deliver all other documents which may be required under the terms of the Loan Agreement or the Servicing Agreement, or by bond counsel, and to take any other action as may be required or deemed appropriate for the performance of the duties imposed thereby to carry out the purposes thereof.

Section 5. In order to qualify the Notes as a "qualified tax exempt obligation" within the meaning of Section 265(b) (3) of the Code, the Issuer hereby makes the following factual statements and representations:

(A) The Issuer hereby designates the Notes as a "qualified tax-exempt obligation" for purposes of Section 265(b) (3) of the Code;

(B) The reasonably anticipated amount of tax-exempt obligations (other than obligations described in clause (ii) of Section 265(b) (3) (c) of the Code) which will be issued by the Issuer (and all entities whose obligations will be aggregated with those of the Issuer) during this calendar year 2013 will not exceed \$10,000,000; and

(C) Not more than \$10,000,000 of obligations issued by the Issuer during this calendar year 2013 have been designated for purposes of Section 265(b)(3) of the Code.

The Issuer shall use its best efforts to comply with any federal procedural requirements which may apply in order to effectuate the designation made by this paragraph.

Section 6. The Chairperson, the County Auditor and other officers of the Issuer are authorized to furnish to the Servicer, the Borrower and bond counsel certified copies of all proceedings and records of the Issuer relating to the Notes, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Notes as such facts appear from the books and records in the officer's custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Issuer as to the truth of all statements contained therein.

Section 7. All Resolutions and Orders or parts thereof, in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its adoption.

Adopted and approved October 22, 2013.

Moved by Allen, seconded by Jordan to approve the following claims at hand as listed on the claims register dated October 22, 2013. Roll call vote: Johnson-aye, Jordan-aye, Allen-aye, Leupold-aye, Gottsche-aye.

CLAIMS LISTING 10-22-13

AHLERS & COONEY P.C.	EXPENSE	1,000.00
AIRGAS NORTH CENTRAL INC.	SUPPLIES	44.40
ALLIANT ENERGY	EXPENSE	1,392.54
ALPHA WIRELESS COMM CO	EXPENSE	2,606.83
AMY'S SIGN DESIGN	EXPENSE	22.00
ANDERSONS INC., THE	FUEL	14,044.07
ARNOLD MOTOR SUPPLY	PARTS	193.42
ATLAS STAMPS-SIGNS-ENGRAVING	EXPENSE	135.00
BEN MEADOWS	EXPENSE	774.26
BJORNSTAD LAW OFFICE	EXPENSE	174.00
BLACK HILLS ENERGY	UTILITIES	63.62

BOMGAARS SUPPLY INC.	EXPENSE	488.43
BOYER TRUCKS SIOUX FALLS	PARTS	250.23
CAMPUS CLEANERS	EXPENSE	12.88
CARLSON, MARSHA	SERVICE	45.00
CARPENTER UNIFORM COMPANY	SUPPLIES	116.44
CC SCREEN PRINTING & EMBROIDER	EXPENSE	197.65
CEDAR VALLEY CORP.	L-481 PCC	541,876.33
CENTEC CAST METAL PRODUCTS	EXPENSE	1,068.20
CENTURYLINK	EXPENSE	405.94
CLEAN HARBORS ENV.SERVICES INC	EXPENSE	546.39
COHRS CONSTR INC	EXPENSE	2,655.00
COMPASS POINTE	EXPENSE	4,167.00
CONTINENTAL RESEARCH CORP	PARTS	340.45
COOPERATIVE ELEVATOR ASSOC.	FUEL	7,196.58
CUPERUS, BRIAN	EXPENSE	75.00
CUTTING EDGE SALES & SERVICE	EXPENSE	299.00
D & K REPAIR	EXPENSE	223.97
DAVIS TYPEWRITER CO INC	EXPENSE	111.00
DICKINSON CO SHERIFF	EXPENSE	469.53
DICKINSON CO TREASURER	EXPENSE	62.40
DICKINSON CO TREASURER	INSURANCE	5,150.00
DICKINSON CO.PUBLIC HEALTH	EXPENSE	12,166.67
DICKINSON COUNTY	EXPENSE	30.00
DICKINSON COUNTY NEWS	PUBLICATIONS	907.68
DICKINSON RECYCLING FACILITY	EXPENSE	728.00
DISCOVERY HOUSE INC.	EXPENSE	150.00
DITSWORTH, ANN	EXPENSE	258.27
DUHN, SUSAN	EXPENSE	219.79
DYNO OIL CO.INC.	FUEL	3,685.38
EHRET, MIKE	EXPENSE	78.99
EVERTEK INC.	EXPENSE	49.17
FICK'S ACE HARDWARE	EXPENSE	182.24
GALEN'S PRO-MOW LLC	EXPENSE	119.47
GALLS/QUARTERMASTER	EXPENSE	150.47
GJERDE COLLISION CENTER LLC	EXPENSE	51.30
GMS INDUSTRIAL SUPPLIES INC.	PARTS	628.66
GOVCONNECTION INC.	EXPENSE	814.90
GROSS, GOLDIE	EXPENSE	20.72
HANSON, CATHY	EXPENSE	269.01
HART, PETER	EXPENSE	1,305.15
HEWLETT-PACKARD COMPANY	EXPENSE	1,186.00
HYATT, AARON	EXPENSE	30.00
IA DEPT OF PUBLIC SAFETY	ON-LINE WARRANTS	2,277.00
IA DRAINAGE DISTRICT ASSOC.	EXPENSE	1,220.00
IA LAKES ELECTRIC COOP	EXPENSE	666.86
IA LAKES REGIONAL WATER	EXPENSE	493.00
IA WORKFORCE DEVELOPMENT	EXPENSE	375.00
IACCB	REGISTRATION	95.00
IGL SANITARY DISTRICT	EXPENSE	20.00
IMWCA	EXPENSE	1,733.00

INDEPENDENT SALT CO.	SALT	1,843.44
ISAC	REGISTRATION	150.00
ISU EXTENSION	REGISTRATION	35.00
JACKSON SPORTS LLC	EXPENSE	99.99
JACOBSON WESTERGARD ASSC.INC.	EXPENSE	1,130.00
JENNINGS TOW & REPAIR LLC	EXPENSE	470.93
JOHN'S TIRE SERVICE	EXPENSE	115.00
KATHLEENS RESIDENTIAL CARE INC	EXPENSE	1,470.00
KOHLHAASE, DAVID L	EXPENSE	185.89
KUOO RADIO	EXPENSE	391.00
L & C TIRE SERVICE INC.	TIRES	2,253.16
LAKE PARK AUTO PARTS	PARTS	125.76
LAKE PARK BODY SHOP	EXPENSE	328.56
LAKE PARK MUN UTILITIES	UTILITIES	216.35
LAKEPARK HOUSING AUTHORITY INC	EXPENSE	27,211.63
LAKES NEWS SHOPPER	EXPENSE	43.05
LAKES PRINT	EXPENSE	260.32
LAKES TREE SERVICE	EXPENSE	100.00
LEWIS FAMILY DRUG L.L.C.	EXPENSE	124.15
LUBY'S LLC	TIRES	6,502.40
MAC TOOLS	TOOLS	24.00
MAINSTAY SYSTEMS INC	EXPENSE	354.00
MARC	SUNDRY	717.11
MARCO INC.	EXPENSE	80.68
MARTIN, JEAN	EXPENSE	237.30
MATHESON TRI-GAS INC.	EXPENSE	30.95
MATT PARROTT/STOREY KENWORTHY	EXPENSE	1,404.96
MIDSTATES AUDIO INC.	EXPENSE	370.00
MOTOR INN OF SPIRIT LAKE INC.	PARTS	251.86
MUESKE ELECTRIC INC.	EXPENSE	321.25
NACCTFO	EXPENSE	75.00
NACO	EXPENSE	450.00
NATIONAL SHERIFF ASSN.	EXPENSE	103.00
NORTH CENTRAL INT'L.INC.	PARTS	81.13
NORTHWEST EQUIPMENT INC.	EXPENSE	723.71
NW IA PLANNING & DEVELOP.	EXPENSE	2,000.00
NW IA YOUTH EM SERV.CENTER	EXPENSE	79.50
O'BRIEN CO SHERIFF OFFICE	EXPENSE	50.00
OFFICE SYSTEMS CO.	EXPENSE	106.67
OH SHUCK'S INC.	EXPENSE	58.08
OKOBOJI, CITY OF	EXPENSE	256.94
OSCEOLA CO RURAL WATER SYS.INC	EXPENSE	57.10
PIX CONTROLLER	EXPENSE	2,306.62
POWERPLAN	PARTS	83.05
PRIDE GROUP INC., THE	EXPENSE	13,464.90
QUILL CORPORATION	EXPENSE	59.50
RAMADA WORLDWIDE	EXPENSE	252.00
REEKERS CLEANING SERVICE LLC	EXPENSE	3,150.00
REIMAN, NANCY	EXPENSE	239.00
SHAW 'S OF OKOBOJI	EXPENSE	1,502.27

SIOUX CITY, CITY OF	EXPENSE	7,083.48
SIX POINTE INC.	EXPENSE	46,333.31
SNAP ON TOOLS	TOOLS	289.45
SPENCER AUTO PARTS	PARTS	36.66
SPIRIT LAKE MED. CENTER	EXPENSE	580.00
SPIRIT LAKE, CITY OF	EXPENSE	132.97
STATE HYGIENIC LABORATORY	EXPENSE	17.50
SUNSHINE SERVICES INC	EXPENSE	738.90
TERRIL TELEPHONE COOPERATIVE	UTILITIES	273.56
TERRIL, CITY OF	UTILITIES	42.00
TOWN & COUNTRY	EXPENSE	521.80
TRANE	EXPENSE	1,881.89
TRANSIT WORKS	SURVEY TOOLS	127.38
TRI-STATE LITHO LTD	EXPENSE	177.00
TRUE VALUE-MILFORD	EXPENSE	38.63
UNITED COMMUNITY BANK	EXPENSE	506.49
UNITY POINT CLINIC-OCCUP.MED.	SAFETY	37.00
US BANK	EXPENSE	1,122.23
US CELLULAR	EXPENSE	775.81
VANDERHAAG'S INC	PARTS	9.99
VERIZON WIRELESS	EXPENSE	93.73
WALTERS, JOHN	EXPENSE	9.99
WEDEKING CONST. INC	EXPENSE	277.50
WEDEKING PIT & PLANT INC.	SAND	771.72
WEST PAYMENT CENTER	EXPENSE	1,267.30
WEX BANK	EXPENSE	769.79
YOUTH & FAMILY RESOURCE SERV.	EXPENSE	559.80
	GRAND TOTAL	752,542.38
FUND TOTALS RECAP		
0001 GENERAL BASIC FUND		64,735.47
0010 MH-DD SERVICES FUND		16,085.67
0011 RURAL BASIC FUND		256.96
0014 WASTE REDUCTION FUND		1,139.86
0020 SECONDARY ROAD FUND		578,563.72
0021 DICKINSON CO TRAILS DEVELOPMENT		3,225.32
0026 DICK.CO.SHERIFF FORFEITURE FUND		1,851.22
0037 WEST BAY ESTATES UR		46,333.31
0051 WEST BAY ESTATES LMI		27,211.63
0100 DRAINAGE DISTRICTS		1,220.00
0169 DD28		360.00
0274 DD2		770.00
0410 DD1-MAIN		30.00
4000 EMERGENCY MANAGEMENT		7,911.34
4010 E-911 SURCHARGES		2,847.88
GRAND TOTAL		752,542.38

County Engineer present. Moved by Johnson, seconded by Allen to approve a fiber optics cable and an electric service to 1963 180th Street. The fiber will commence ¼ mile west of Hwy 86 in the north shoulder of 180th Street. It will proceed west 4 ¾ miles to 150th Avenue within Lakeville and Excelsior Townships. Roll call vote: Johnson-aye, Allen-aye, Jordan-aye, Leupold-aye and Gottsche-aye.

Engineer gave updates on current construction projects.

The board discussed the preliminary review of the personnel policy and will continue with that review at a future workshop.

Board members gave their weekly committee reports.

There being no further business presented before the board, it was moved by Allen, seconded by Leupold to adjourn. Roll call vote: Johnson-aye, Allen-aye, Jordan-aye, Leupold-aye, Gottsche-aye.

_____ David Gottsche, Chairperson

_____ Nancy Reiman, Auditor