Marshall County Board of Supervisors
Regular Session January 15, 2013, at 9:00 a.m.

MINUTES

The Board met in regular session on Tuesday, January 15, 2013, at 9:00 a.m. in the Marshall County Courthouse, 3rd Floor, NE corner, meeting room #2, with all 3 members present.

Pledge of Allegiance

1. Approval or Amendment of Agenda—

Motion by Adams, second by Grabenbauer, to approve the agenda as printed.

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

2. ISAC Excellence in Action Award Recognition- Jill Eaton, Director of Community Services in Marshall County, along with others, has received the ISAC Excellence in Action Award during the 2012 Fall School of Instruction in Des Moines, Iowa on November 28, 2012.

3. Trilogy/Embers-Proposed Issuance of Revenue Bonds or Notes Pursuant to Chapter 419 of the Iowa Code, Public Hearing--

At the public hearing, any resident may present objections to or arguments in favor of any part of the proposed of the Trilogy/Embers Proposed Issuance of Revenue Bonds or Notes Pursuant to Chapter 419 of the Iowa Code.

There were no written comments, questions, or objections on file in the Marshall County Board of Supervisor's Office. Of the 9 individuals attending the public hearing, one individual presented oral comments, questions, or objections.

Motion by Adams, second by Grabenbauer, to close the public hearing.

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

4. Resolution #2013-0007

RESOLUTION APPROVING THE ISSUANCE AND SALE OF

SENIOR HOUSING REVENUE REFUNDING NOTES (EMBERS PROJECT), SERIES 2013 A, B, AND C;

AUTHORIZING THE EXECUTION OF DOCUMENTS RELATING THERETO; AND THE APPROVAL OF A COMPLIANCE POLICY

a. Chapter 419 of the Code of Iowa, as amended (the "Act"), authorizes Marshall County, Iowa (the "County"), a county and political subdivision of the state of Iowa to issue revenue bonds or notes for the purpose of financing or refinancing projects including any land, building or other improvement and real or personal property, whether or not in existence, suitable for use of an organization described in Section 510(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") which is exempt from federal income tax under Section 501(a) of the Code (a "Tax Exempt Organization") and to refund any bonds issued pursuant to the Act; to enter into financing agreements with others for the purpose of providing revenues to pay such bonds or notes, and further to secure the payment of such bonds or notes;

b. The Board of Supervisors of the County has received from Trilogy/Embers of Marshalltown, Iowa, Inc., a Minnesota nonprofit corporation (the "Borrower"), a proposal that the County assist in refunding the Prior Bonds hereinafter described and refinancing the Project hereinafter described through the issuance of three revenue notes, as further defined below, the "Notes", pursuant to the Act;

c. The proceeds of the Notes will be used to refund the outstanding principal balance of the County's $6,440,000 Housing Development Revenue Refunding Bonds Project Series 2003A (the "Prior Bonds") the proceeds of which were used to refund the County's previous issues of Housing Development Revenue Bonds, Series 2000A, Series 2000B and Series 2000C (the "Series 2000 Bonds"), the proceeds of which were used to finance the acquisition and renovation of a senior housing facility located at 1211 State Street, Marshalltown, Iowa (the "Project"). The Project is owned by the Borrower;

d. Based on representations of the Borrower, no public official of the County has either a direct or indirect financial interest in the Project nor will any public official either directly or indirectly benefit financially from the Project;

e. A public hearing on the proposal to issue the Notes was held on this date, after notice was published and materials made available for public inspection at the County's offices, all as required by the Act and Section 147(f) of the Code, at which public hearing all those appearing who desired to speak were heard and written comments were accepted;

WHEREAS, the Borrower has arranged for the sale of the Notes to First Security Bank – Sleepy Eye, Sleepy Eye, Minnesota, First Security Bank, Byron, Minnesota and First Farmers & Merchants National Bank, Cannon Falls, Minnesota (the "Lenders"); and

WHEREAS, as the Notes, when issued, will be exempt from federal income taxes and the County has previously issued and likely will issue in the future other tax exempt municipal bonds, notes or other obligations (the “Conduit Tax Exempt Bonds”) on behalf of other conduit borrowers, in response to recommended best practices by the Internal Revenue Service, the County deems it necessary and desirable to adopt certain policies and practices to insure compliance with the requirements of the Internal Revenue Code by such conduit borrowers and there has been presented for consideration by the Board, Tax Compliance Procedures Relating to Conduit Tax-Exempt Bonds (the “Compliance Policy”);

BE IT RESOLVED by the Board of Supervisors of Marshall County, Iowa, as follows:

1. FINDINGS.

The County hereby finds, determines and declares as follows:

a. The County is a county and a political subdivision of the State of Iowa and is authorized under the Act to issue and sell the Notes for the purpose of refunding the Prior Bonds, in the manner and upon the terms and conditions set forth in the Act and in this Resolution.

b. In order to refund the Prior Bonds three Senior Housing Revenue Refunding Notes (Embers Project), Series 2013 A, B and C (the “Notes”) are hereby authorized and ordered to be issued by the County, pursuant to the Act, and the County hereby determines to issue the Notes and to sell the Notes to the Lenders, as provided herein. The County will loan the proceeds of the Notes (the “Loan”) to the Borrower in order to refund the Prior Bonds. Forms of the Notes have been submitted to the Board of Supervisors.

c. Pursuant to a Loan Agreement (the “Loan Agreement”) to be entered into between the County and the Borrower, the Borrower has agreed to repay the Notes 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 maintenance and operation of the Project, indemnification, insurance, and other agreements and covenants which are required or permitted by the Act and which the County and the Borrower deem necessary or desirable for the issuance of the Notes and the refinancing of the Project. A form of the Loan Agreement has been submitted to the Board of Supervisors.

d. Pursuant to a Pledge Agreement (the "Pledge Agreement") to be entered into between the County and the Lenders, the County will pledge and grant a security interest in all of its rights, title, and interest in the Loan Agreement to the Lenders (except for certain rights of indemnification and to reimbursement for certain costs and expenses). A form of the Pledge Agreement has been submitted to the Board of Supervisors.

e. The Notes will be special, limited obligations of the County. The Notes shall not be payable from or charged upon any funds other than the revenues pledged to the payment thereof, nor shall the County 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 County to pay the Notes or the interest thereon, nor to enforce payment thereof against any property of the County. The Notes shall not constitute a debt of the County within the meaning of any constitutional or statutory limitation.

2. THE NOTES.

1. Authorized Amount and Form of Notes. The Notes are hereby approved and shall be issued pursuant to this Resolution in substantially the form submitted to the Board of Supervisors with such appropriate variations, omissions and insertions as are necessary and appropriate and are permitted or required by this Resolution, and in accordance with the further provisions hereof; and the total aggregate principal amount of the Notes that may be outstanding hereunder shall not exceed $4,800,000. The Notes shall bear interest at variable rates as set forth therein, not to exceed 6%.

2. The Notes. The Notes shall be dated as of the date of delivery to the Lenders, shall be payable at the times and in the manner, shall bear interest at the rates, and shall be subject to such other terms and conditions as are set forth therein.

3. Execution. The Notes shall be executed on behalf of the County by the signatures of its Chairperson of the Board of Supervisors and the County Auditor and shall be sealed with the seal of the County. In case any officer whose signature shall appear on the Notes shall cease to be such officer before the delivery of the Notes, such signature shall nevertheless be valid and sufficient for all purposes, the same as if had remained in office until delivery. In the event of the absence or disability of the Chairperson or the County Auditor, such officers of the County as, in the opinion of the attorney for the County, may act in

their behalf, shall without further act or authorization of the Board of Supervisors execute and deliver the Notes.

3. MISCELLANEOUS.

1. Severability. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions or in all cases because it conflicts with any provisions of any constitution or statute or rule or public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision or provisions herein contained invalid, inoperative, or unenforceable to any extent whatever. The invalidity of any one or more phrases, sentences, clauses or paragraphs in this Resolution contained shall not affect the remaining portions of this Resolution or any part thereof.

2. Authentication of Transcript. The officers of the County are directed to furnish to Bond Counsel certified copies of this Resolution and all documents referred to herein, and affidavits or certificates as to all other matters which are reasonably necessary to evidence the validity of the Notes. All such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute recitals of the County as to the correctness of all statements contained therein.

3. Authorization to Execute Agreements. The forms of the proposed Loan Agreement and the Pledge Agreement are hereby approved in substantially the form presented to the Board of Supervisors, together with such additional details therein as may be necessary and appropriate and such modifications thereof, deletions therefrom and additions thereto as may be necessary and appropriate and approved by Bond Counsel prior to the execution of the documents. The Chairperson and the Auditor of the County are authorized to execute the Loan Agreement and the Pledge Agreement and such other documents as Bond Counsel considers appropriate in connection with the issuance of the Notes, in the name of and on behalf of the County. In the event of the absence or disability of the Chairperson or the County Auditor such officers of the County as, in the opinion of the attorney for the County, may act on their behalf, shall without further act or authorization of the Board of Supervisors do all things and execute all instruments and documents required to be done or executed by such absent or disabled officers. The execution of any instrument by the appropriate officer or officers of the County herein authorized

shall be conclusive evidence of the approval of such documents in accordance with the terms hereof.

4. Qualified Tax Exempt Obligation. The Prior Bonds were designated by the County as "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code and the County intends that the Notes be deemed "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code;

3.5 Compliance Policy. In response to recommended best practices by the Internal Revenue Service, the County deems it necessary and desirable to adopt the Compliance Policy which contains procedures and practices to be followed by any conduit borrower (including the Borrower) in connection with the issuance of Conduit Tax Exempt Bonds (including the Notes) and the Compliance Policy is hereby approved.

Passed and Adopted on this 15th day of January 2013, Marshall County, Iowa

Motion by Grabenbauer, second by Adams, to adopt Resolution #2013-0007 Approving the Issuance and Sale of Senior Housing Revenue Refunding Notes(Embers Project), Series 2013A, B, and C; Authorizing the Execution of the Documents Relating Thereto; and the Approval of a Compliance Policy

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

Attest:

Dave Thompson Board of Supervisors, Chairman	Dawn Williams Marshall County Auditor and Recorder

Consent Agenda:

5. **Approve Minutes--**from Regular Session of January 2, 2013.
6. **File Clerk of District Court Report-12-12** General Supplemental Surcharge-$698.11
7. **Approve Personnel Actions:**
   a) Hire, **Jack McAllister,** Marshall County Sheriff, Court Security Officer, part time(16-24 hrs/wk), at $15.00/hr., effective January 16, 2013.
   b) Hire, **Douglas Huston and Andy Bryant,** Secondary Road Dept., temporary part time as needed, at $18.99/hr., effective January 16, 2013
8. **Accept Recorder's Quarterly Report-**

July 2012

Records Management Fund	$1,631.00
E-Commerce Fund	$1,631.00
General Basic Fund	$55,678.66

October 2012

Records Management Fund	$1,816.00
E-Commerce Fund	$1,816.00
General Basic Fund	$55,212.78
January 2013	
Records Management Fund	$2,030.00
E-Commerce Fund	$2,030.00
General Basic Fund	$70,976.03

9. **Approve Claims—**as audited and authorize the County Auditor and Recorder to issue payment of same. The listing of claims paid at this meeting will be included with all claims paid for the month of January; the January list of claims will be a part of the first meeting in February.

Motion by Grabenbauer, second by Adams, to approve the consent agenda as printed above**.**

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

10. Set the Date and Time for the "Status of Funds Hearing"- Set Tuesday, January 29, 2013 at 9:00a.m., Marshall County Courthouse, 3rd Floor, Meeting Room #2, for the "Status of Funds Hearing" on the CBDG grant for the CIRSI project.

Motion by Grabenbauer, second by Adams to set Tuesday, January 29, 2013 at 9:00 a.m. for the "Status of Funds Hearing" on the CBDG grant for the CIRSI project.

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

11. Development Agreement-Discussion and possible action on the Development Agreement by and between Marshall County, Iowa("County"), and CommonBond Communities, a Minnesota nonprofit corporation ("CommonBond").

Motion by Adams, second by Grabenbauer to approve the Development Agreement between Marshall County, IA and CommonBond Communities, a Minnesota nonprofit corporation.

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

12. Request for Subdivision Variance from Marlys Hilleman, SV 13-01--Discussion and possible action on a request from Marlys Hilleman for a subdivision variance from Article III, Section 3 of the Marshall County Platting Subdivision Ordinance of Marshall County for property legally described as: **The Northwest Quarter of the Northeast Quarter of Section 34 Township 84 North, Range 17 West of the 5th P.M., Marshall County, IA; EXCEPT**

The West 150 feet of the North 670 feet of the Northwest Quarter of the Northeast Quarter of said Section 34,
AND EXCEPT
Parcel "A" located in the Northwest Quarter of the Northeast Quarter of said Section 34 as appears in the plat of survey recorded as Instrument #2012-00006387, dated October 18, 2012, in the Office of the Marshall County Recorder, Marshall County, Iowa.

Motion by Grabenbauer, second by Thompson, to uphold the Zoning Commission's recommendation to approve the subdivision variance to Article III, Section 3 of the Platting and Subdivision Ordinance and allow a plat of survey to be filed in lieu of a subdivision. The property legally described as: The Northwest Quarter of the Northeast Quarter of Section 34 Township 84 North, Range 17 West of the 5th P.M., Marshall County, IA; EXCEPT The West 150 feet of the North 670 feet of the Northwest Quarter of the Northeast Quarter of said Section 34, AND EXCEPT Parcel "A" located in the Northwest Quarter of the Northeast Quarter of said Section 34 as appears in the plat of survey recorded as Instrument #2012-00006387, dated October 18, 2012, in the Office of the Marshall County Recorder, Marshall County, Iowa.

Roll call vote:	Adams-Aye	Grabenbauer-Aye	Thompson-Aye
	Vice Chairman	Member	Chairman

13. Public Forum—There were no comments from the public.

14. Adjournment--The next regular meeting is January 29, 2013, at 9:00 a.m. All business to be acted upon at that session should be submitted to the County Auditor and Recorder's Office or the Board of Supervisors' Office by Thursday, January 24, 2013, at 1:00 p.m. There being no further business to come before the Board, the meeting was adjourned at 9:18 a.m.

_____________________________ Attest: _____________________________

Dave Thompson
Board of Supervisors, Chairman

Dawn Williams
Marshall County
Auditor and Recorder