

ISSUANCE OF GENERAL OBLIGATION  
LAND AND WATER LEGACY BONDS,  
SERIES 2021A

634201-33

Cedar Rapids, Iowa

June 9, 2021

The Board of Supervisors of Linn County, Iowa, met on June 9, 2021, at 11:00 a.m. at the Linn County Jean Oxley Public Service Center, Cedar Rapids, Iowa.

The meeting was called to order by the Chairperson, and the roll was called showing the following Supervisors present and absent:

Present: Chairperson Walker, Vice Chair Rogers, Supervisor Zumbach  
Absent: none

It was reported that, on June 2, 2021, the Board had approved the sale of the County's \$4,990,000 General Obligation Land and Water Legacy Bonds, Series 2021A and that it was necessary for the Board to adopt a resolution authorizing the issuance of those Bonds.

Supervisor Rogers introduced the following resolution, related to issuance of the County's General Obligation Land and Water Legacy Bonds, Series 2021A, and moved its adoption, seconded by Supervisor Zumbach. After due consideration and discussion, the Chairperson put the question upon the adoption of said resolution, and the roll being called, the following Supervisors voted:

Ayes: Walker, Rogers, Zumbach  
Nays: none

Whereupon, the Chairperson declared the resolution duly adopted as hereinafter set out.

RESOLUTION NO. 2021-6-83

Resolution providing for the issuance of \$4,990,000 General Obligation Land and Water Legacy Bonds, Series 2021A and directing the levy of taxes to pay the same

WHEREAS, Linn County, Iowa (the "County"), State of Iowa, has proposed to issue general obligation Bonds, pursuant to the provisions of Chapters 76 and 331 of the Code of Iowa, for the purpose of financing projects for water and land conservation and park and outdoor recreation purposes; and

WHEREAS, pursuant to advertisement of sale, bids for the purchase of General Obligation Land and Water Legacy Bonds, Series 2021A (the "Series 2021A Bonds") were received and canvassed on behalf of the County and the bid of Northland Securities, Inc. (the "Purchaser"), was determined to be the best; and

WHEREAS, it is now necessary to take final action for the issuance of the Series 2021A Bonds;

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

Section 1. The Series 2021A Bonds are hereby authorized to be issued, in the total aggregate principal amount of \$4,990,000, to be dated June 22, 2021, 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>
2022	\$205,000	3.000%	2032	\$255,000	1.300%
2023	\$205,000	3.000%	2033	\$255,000	1.400%
2024	\$210,000	3.000%	2034	\$260,000	1.450%
2025	\$220,000	3.000%	2035	\$265,000	1.550%
2026	\$225,000	3.000%	2036	\$270,000	1.600%
2027	\$230,000	3.000%	2037	\$270,000	1.700%
2028	\$240,000	3.000%	2038	\$275,000	2.000%
2029	\$245,000	1.000%	2039	\$280,000	2.000%
2030	\$245,000	1.100%	2040	\$290,000	2.000%
2031	\$250,000	1.200%	2041	\$295,000	2.000%

Section 2. UMB Bank, n.a., West Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the Series 2021A 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 Series 2021A Bonds maturing in each of the years 2029 to 2041, inclusive, prior to and in any order of maturity on June 1, 2028, or on any date thereafter upon terms of par and accrued interest.

If less than all of the Series 2021A Bonds of any like maturity are to be redeemed, the particular part of those Series 2021A Bonds to be redeemed shall be selected by the Registrar by lot. The Series 2021A Bonds may be called in part in one or more units of \$5,000.

If less than the entire principal amount of any Series 2021A 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 Series 2021A Bond, a new Series 2021A Bond or Series 2021A Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Series 2021A Bond. Notice of such redemption as aforesaid identifying the Series 2021A Bond or Series 2021A 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 Series 2021A 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 Series 2021A Bonds called for redemption in the same manner as the original redemption notice was sent. All of such Series 2021A 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 Series 2021A Bonds shall be payable semiannually on the first day of June and December in each year, commencing December 1, 2021. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the Series 2021A 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 Series 2021A 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 Series 2021A Bond or Series 2021A Bonds at the office of the Paying Agent.

The Series 2021A 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 Series 2021A Bonds without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Series 2021A Bonds shall cease to be such officer before the delivery of the Series 2021A 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 Series 2021A 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 Series 2021A 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 Series 2021A Bonds shall be kept confidential as provided by Section 22.7 of the Code of Iowa.

Section 3. Notwithstanding anything above to the contrary, the Series 2021A Bonds shall be issued initially as Depository Series 2021A 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 Series 2021A 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 Series 2021A Bonds or the County determines not to continue the book-entry system for recording ownership interests in the Series 2021A 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 Series 2021A 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 Series 2021A 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 Series 2021A Bonds.

Ownership interest in the Series 2021A Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Series 2021A Bonds as nominees will not receive certificated Series 2021A 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 Series 2021A Bonds, which will be confirmed in accordance with DTC’s standard procedures. Each such person for which a Participant has an interest in the Series 2021A 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 Series 2021A 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 Series 2021A 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 Series 2021A Bonds acquired. Transfers of ownership interests in the Series 2021A 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 Series 2021A 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 4. The Series 2021A Bonds shall be in substantially the following form:

(Form of Bond)

UNITED STATES OF AMERICA

STATE OF IOWA

LINN COUNTY

GENERAL OBLIGATION LAND AND WATER LEGACY BOND, SERIES 2021A

No. \_\_\_\_\_ \$ \_\_\_\_\_

RATE	MATURITY DATE	BOND DATE	CUSIP
_____ %	June 1, _____	June 22, 2021	

Linn 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 UMB Bank, n.a., West 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 December 1, 2021, 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.

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 Land and Water Legacy Bonds, Series 2021A (the "Series 2021A Bonds"), issued in the aggregate principal amount of \$4,990,000 by the County for the purpose of paying the cost, to that extent, of financing projects for water and land conservation and park and outdoor recreation purposes.

The Series 2021A Bonds are issued pursuant to and in strict compliance with the provisions of Chapters 76 and 331 of the Code of Iowa, 2021, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the County Board of Supervisors providing for the issuance and securing the payment of the Series 2021A Bonds (the "Resolution"), and reference is hereby made to the Resolution for a more complete statement as

to the source of payment of the Series 2021A Bonds and the rights of the owners of the Series 2021A Bonds.

The County reserves the right to prepay part or all of the principal of the Series 2021A Bonds maturing in each of the years 2029 to 2041, inclusive, prior to and in any order of maturity on June 1, 2028, or on any date thereafter upon terms of par and accrued interest.

If less than all of the Series 2021A Bonds of any like maturity are to be redeemed, the particular part of those Series 2021A Bonds to be redeemed shall be selected by the Registrar by lot. The Series 2021A Bonds may be called in part in one or more units of \$5,000. If less than the entire principal amount of any Series 2021A 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 Series 2021A Bond, a new Series 2021A Bond or Series 2021A Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Series 2021A Bond. Notice of such redemption as aforesaid identifying the Series 2021A Bond or Series 2021A 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 Series 2021A 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.





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 5. The Series 2021A 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 sale of the Series 2021A Bonds is hereby ratified and confirmed in all respects.

Section 6. 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 Series 2021A 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 Series 2021A 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, 2022,  
sufficient to produce the net annual sum of \$299,518;

For collection in the fiscal year beginning July 1, 2023,  
sufficient to produce the net annual sum of \$298,368;

For collection in the fiscal year beginning July 1, 2024,  
sufficient to produce the net annual sum of \$302,068;

For collection in the fiscal year beginning July 1, 2025,  
sufficient to produce the net annual sum of \$300,468;

For collection in the fiscal year beginning July 1, 2026,  
sufficient to produce the net annual sum of \$298,718;

For collection in the fiscal year beginning July 1, 2027,  
sufficient to produce the net annual sum of \$301,818;

For collection in the fiscal year beginning July 1, 2028,  
sufficient to produce the net annual sum of \$299,618;

For collection in the fiscal year beginning July 1, 2029,  
sufficient to produce the net annual sum of \$297,168;

For collection in the fiscal year beginning July 1, 2030,  
sufficient to produce the net annual sum of \$299,473;

For collection in the fiscal year beginning July 1, 2031,  
sufficient to produce the net annual sum of \$301,473;

For collection in the fiscal year beginning July 1, 2032,  
sufficient to produce the net annual sum of \$298,158;

For collection in the fiscal year beginning July 1, 2033,  
sufficient to produce the net annual sum of \$299,588;

For collection in the fiscal year beginning July 1, 2034,  
sufficient to produce the net annual sum of \$300,818;

For collection in the fiscal year beginning July 1, 2035,  
sufficient to produce the net annual sum of \$301,710;

For collection in the fiscal year beginning July 1, 2036,  
sufficient to produce the net annual sum of \$297,390;

For collection in the fiscal year beginning July 1, 2037,  
sufficient to produce the net annual sum of \$297,800;

For collection in the fiscal year beginning July 1, 2038,  
sufficient to produce the net annual sum of \$297,300;

For collection in the fiscal year beginning July 1, 2039,  
sufficient to produce the net annual sum of \$301,700;

For collection in the fiscal year beginning July 1, 2040,  
sufficient to produce the net annual sum of \$300,900.

Section 7. 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 Series 2021A 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 Series 2021A 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 Series 2021A Bonds as the same become due, and if so appropriated, the taxes for any given fiscal year as provided for in Section 6 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 8. 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 9. It is the intention of the County that interest on the Series 2021A 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 Series 2021A 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.

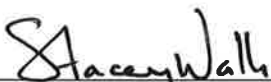
The County hereby designates the Series 2021A Bonds as "Qualified Tax Exempt Obligations" as that term is used in Section 265(b)(3)(B) of the Internal Revenue Code.

Section 10. 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 Series 2021A 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 11. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Passed and approved June 9, 2021.

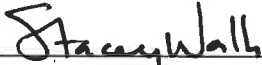
  
\_\_\_\_\_  
Chairperson, Board of Supervisors

Attest:

  
County Auditor  
  
Deputy

....

At the conclusion of the meeting, and upon motion and vote, the Board adjourned.

  
\_\_\_\_\_  
Chairperson, Board of Supervisors

Attest:

  
County Auditor  
Deputy