RESOLUTION NO. 826-12

Resolution taking additional action to enter into a Loan Agreement and authorizing the use of a preliminary official statement in connection therewith

WHEREAS, the Board of Supervisors of Mitchell County, Iowa (the "County"), heretofore proposed to enter into a loan agreement (the "Loan Agreement") and borrow money in a principal amount not to exceed $12,750,000, pursuant to the provisions of Section 331.402, Subsection 331.441 (2)(b) and Section 331.443 of the Code of Iowa for the purpose of paying the cost, to that extent, of (1) constructing improvements and facilities for the treatment of waste at the sanitary sewer treatment plant for the Osage Municipal Utilities and at a waste pretreatment facility in connection with the Valent Biosciences Corporation development project, and (2) constructing improvements to a county emergency shelter/conservation building (collectively hereinafter the "Projects"), and pursuant to law and a notice duly published, the Board has held a public hearing on such proposal on May 22, 2012; and

WHEREAS, a Preliminary Official Statement (the "P.O.S.") has been prepared to facilitate the sale of $7,250,000 Taxable General Obligation County Purpose Bonds, Series 2012A (the "Bonds") in evidence of the obligation of the County under the Loan Agreement, and it is now necessary to make provision for the approval of the P.O.S. and to authorize its use by Northland Securities, Inc. (the "Underwriter");

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

Section 1. The Board hereby determines to enter into the Loan Agreement in the future and orders that the Bonds be issued at such time, in evidence thereof. The Board further declares that this resolution constitutes the "additional action" required by Section 384.24A of the Code of Iowa. Nothing in this action shall be interpreted as prohibiting the County from entering into subsequent Loan Agreements and borrowing up to the aggregate amount of $12,750,000 for the Projects.

Section 2. The County Auditor is hereby authorized to take such action as shall be deemed necessary and appropriate with the assistance of the Underwriter to prepare the P.O.S. describing the Bonds and providing for the terms and conditions of their sale, and all action heretofore taken in this regard is hereby ratified and approved

Section 3. The use by the Underwriter of the P.O.S. relating to the Bonds in substantially the form as has been presented to and considered by the County is hereby approved, and the Underwriter is hereby authorized to prepare and use a final Official Statement for the Bonds substantially in the form of the P.O.S. but with such changes therein as are required to conform the same to the terms of the Bonds and the resolution, when adopted, providing for the sale and issuance of the Bonds, and the County Auditor is hereby authorized and directed to execute a final Official Statement for the Bonds, if requested. The P.O.S. as of its date is deemed final by the County within the meaning of Rule 15(c)(2)-12 of the Securities and Exchange Commission.

MINUTES FOR HEARING ON LOAN AGREEMENT AND TO AUTHORIZE OFFICIAL STATEMENT FOR BONDS

448849-5

Mitchell County , Iowa

May 22, 2012

The Board of Supervisors of Mitchell County, Iowa, met at the Courthouse, Osage, Iowa, Iowa, on May 22, 2012, at 8:30 o'clock a.m. The Chairperson presided and the roll being called, the following named Supervisors were present and absent:

Present: Marreel, Voaklander, Walk.

Absent: None.

This being the time and place specified for a hearing and taking action on the proposal to enter into a general obligation county purpose loan agreement, the Chairperson called for oral or written comments, and there being none, the Chairperson closed the public hearing.

After due consideration and discussion, Supervisor Voaklander introduced the following resolution and moved its adoption, seconded by Supervisor Walk. The Chairperson put the question upon the adoption of said resolution, and the roll being called, the following Supervisor voted:

Ayes: Voaklander, Walk, Marreel

Nays: None.

Whereupon, the Chairperson declared the resolution duly adopted, as follows:

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On motion and vote, the meeting adjourned.

Chairperson, Board of Supervisors

Attest:

County Auditor