

#45

March 28, 2016

The Board of Supervisors of Grundy County, State of Iowa, met in regular session, in the Boardroom, County Courthouse, 706 G Avenue, Grundy Center, Iowa, at 9:00 A.M., on the above date. There were present Chairperson Barbara L. Smith, in the chair, and the following named Board Members:

~~Barbara L. Smith~~, Charles Bakker,

James Ross, Harlyn Riekens, and Mark A. Schildroth

Absent: None.

Board Member Bakker introduced the following Resolution entitled "RESOLUTION APPROVING CONTINUING DISCLOSURE POLICY" and moved that it be adopted. Board Member Ross seconded the motion to adopt, and the roll being called thereon, the vote was as follows:

AYES: Bakker, Ross, Riekema,

Schildroth, and Smith

NAYS: None

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

Resolution No. 45-2015/2016

RESOLUTION APPROVING CONTINUING DISCLOSURE POLICY

WHEREAS, the Board of Supervisors of Grundy County, Iowa, is a political subdivision, organized and existing under and by virtue of the constitution and laws of the State of Iowa; and

WHEREAS, various requirements apply under Rule 15c2-12, as amended (the "Rule"), promulgated under the Securities Exchange Act of 1934, as amended (hereinafter "SEC Requirements") including providing an official statement and a continuing disclosure agreement with the purchaser or underwriter in connection with each new issuance of obligations which fall within the Rule; and

WHEREAS, to comply with the SEC Requirements, governmental bond issuers must ensure that the rules are met at the time the bonds, capital loan notes or lease-purchase obligations (hereinafter "bonds") are issued and throughout the term of the bonds; and

WHEREAS, this includes the continued review of disclosure obligations and maintenance of records:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF GRUNDY COUNTY, STATE OF IOWA:

Section 1. The "Continuing Disclosure Policy" (hereinafter "Policy") attached hereto as Exhibit A is hereby adopted and approved.

Section 2. The official designated in said Policy shall take any and all action necessary to properly implement the Policy.

PASSED AND APPROVED this 28th day of March, 2016.

Barbara L. Smith
Chairperson

ATTEST:

Rhonda Q. Oates
County Auditor

Grundy County, Iowa

CONTINUING DISCLOSURE POLICY

Article I

General Overview

Section 1.01 Purpose. This Continuing Disclosure Policy (“**Policy**”) of Grundy County, Iowa (“County”) is intended to ensure that the County efficiently carries out its continuing disclosure obligations with respect to securities it issues or guarantees pursuant to Rule 15c2-12, as amended (the “**Rule**”), promulgated under the Securities Exchange Act of 1934, as amended.

Section 1.02. Background. The Rule prohibits underwriters from offering bonds to the public unless the issuer provides an official statement and contractually promises to provide specified disclosures as required in the Rule. To facilitate compliance with the Rule, each issuer must enter into a continuing disclosure agreement with the purchaser or underwriter in connection with each new issuance of obligations which fall within the Rule, thereby creating a contractual promise on behalf of the issuer to provide the market with these disclosures. As the issuer, the County is responsible for ensuring that all disclosure documents contain accurate information. The SEC has asserted that, under Rule 10b-5, “disclosure documents used by municipal issuers, such as official statements, are subject to the prohibition against false or misleading statements of material facts, including the omission of material facts necessary to make the statements made, in light of the circumstances in which they were made, not misleading.”

Section 1.03. Obligations Subject to the Rule. Various offerings are fully or partially exempt from the continuing disclosure provisions under the Rule. Offerings with an aggregate original principal amount of less than \$1 million (“Small Offerings”), offerings sold prior to July 3, 1995 (“Old Offerings”) and offerings sold by an issuer directly to investors without using a broker, dealer, or municipal securities dealer as an underwriter or placement agent (“Direct Offerings”) are fully exempt from all continuing disclosure provisions under the Rule, unless the County voluntarily agrees to provide continuing disclosures for an otherwise exempt Obligation.

Section 1.04 Definitions. In addition to the terms defined above, the following capitalized terms shall have the following meanings:

- (A) “CAFR” means the Comprehensive Annual Financial Report of the County.
- (B) “County” means the County of Grundy and those independent agencies, joint power authorities, special districts, component units, or other entities created by the Board of Supervisors or by State law for which the Board of Supervisors serves as the governing or legislative body.
- (C) “Disclosure Counsel” means legal counsel (which may be bond counsel for a series of Obligations) engaged for the purpose of assisting the County in meeting its primary and secondary market disclosure obligations.

- (D) "EMMA" means the Electronic Municipal Market Access system of the MSRB. Information regarding submissions to EMMA is available at <http://emma.msrb.org/>.
- (E) "Employee" means any person who, as part of his or her employment with the County, has regular responsibility for the administration of matters related to Obligations.
- (F) "Financial Advisor" means a municipal advisor engaged for the purpose of assisting with the County's structuring and sale of Obligations.
- (G) "Fiscal Year" means the fiscal year of the County, beginning on July 1 and ending on the following June 30.
- (H) "Listed Event" means any of the events listed in Exhibit A of this Policy.
- (I) "MSRB" means the Municipal Securities Rulemaking Board or any other board or entity which succeeds to the functions currently delegated to the Municipal Securities Rulemaking Board by the Rule.
- (J) "Obligations" means any securities issued by, or whose payment is guaranteed by the County.
- (K) "SEC" means the United States Securities and Exchange Commission.

Article II

Key Participants and Responsibilities

Section 2.01. Disclosure Coordinator. By adoption of this Policy, the County hereby appoints the County Auditor to act as the disclosure coordinator ("Disclosure Coordinator") of the County.

Section 2.02 Responsibilities. The Disclosure Coordinator is responsible for the following tasks:

- (A) reviewing and approving all preliminary and final official statements (or other offering documents or communications) relating to the County's securities, together with any supplements, for which a continuing disclosure undertaking is required (each, an "**Official Statement**"), before such documents are released, in accordance with Article III below;
- (B) reviewing annually the County's status and compliance with its continuing disclosure undertakings, including filings of disclosure documents and compliance with this Policy, in accordance with Articles IV and V below;
- (C) serving as a "point person" for personnel to communicate issues or information that should be or may need to be included in any disclosure document;
- (D) recommending changes to this Policy to the Board of Supervisors as necessary or appropriate;
- (E) communicating with third parties, including coordination with outside consultants assisting the County, in the preparation and dissemination of disclosure documents to make sure that assigned tasks have been completed on a timely basis and making sure that the filings are made on a timely basis and are accurate;

- (F) in anticipation of preparing disclosure documents, soliciting “material” information (as defined for purposes of federal securities law) from identified County Employees;
- (G) maintaining records documenting the County’s compliance with this Policy; and
- (H) ensuring compliance with training procedures as described below.

The responsibilities of the Disclosure Coordinator to make certain filings with the MSRB under Articles IV (Annual Report Filings) and V (Listed Event Filings) may be delegated by contract to a dissemination agent, under terms approved by the Board of Supervisors.

Article III ***Official Statements***

3.01. Review and Approval of Official Statements. Whenever the County issues Obligations, a preliminary official statement and a final official statement may be prepared (“**Official Statements**”). Each of these Official Statements contains information relating to the County's finances. The Disclosure Coordinator, along with any retained Disclosure Counsel and/or Financial Advisor, shall have primary responsibility for ensuring that all such information is accurate and not misleading in any material aspect. The Official Statement shall also include a certification that the information contained in the Official Statement regarding the County, as of the date of each official statement, does not contain any untrue statement of material fact or omit to state any material fact necessary to make the information contained in the Official Statement, in light of the circumstances under which it was provided, not misleading. When undertaking review of a final or preliminary Official Statement, the Disclosure Coordinator shall:

- (A) review the Official Statement and confirm that there are no misstatements or omissions of material information in any sections and that the Official Statement accurately states all material information relating to the County and that all information relating to the County has been critically reviewed by an appropriate person;
- (B) draft, or cause to be drafted, for the Official Statement descriptions of (i) any material current, pending or threatened litigation, (ii) any material settlements or court orders and (iii) any other legal issues that are material information for purposes of the Official Statement; and
- (C) report any significant disclosure issues and concerns to Disclosure Counsel and/or Financial Advisor.

Section 3.02. Submission of Official Statements to Board of Supervisors for Approval. The Disclosure Coordinator shall submit all Official Statements to the Board of Supervisors for review and approval. The approval of an Official Statement by the Board of Supervisors shall be docketed as a new business matter and shall not be approved as a consent item. The Board of Supervisors shall undertake such review as deemed necessary by the Board of Supervisors, following consultation with the Disclosure Coordinator, to fulfill the Board of Supervisors’ responsibilities under applicable federal and state securities laws.

Article IV

Annual Report Filings

Section 4.01. Overview. Under the continuing disclosure undertakings the County has entered into in connection with its debt offerings, the County is required each year to file annual reports with the MSRB's Electronic Municipal Market Access ("EMMA") system in accordance with such undertakings. Such annual reports ("**Annual Reports**") are generally required to include: (1) certain updated financial and operating information, and (2) the County's audited financial statements. The documents, reports and notices required to be submitted to the MSRB pursuant to this Policy shall be submitted through EMMA in an electronic format, and shall be accompanied by identifying information, in the manner prescribed by the MSRB, or in such other manner as is consistent with the Rule. A description of the format and information presently prescribed to be filed with EMMA is included in Exhibit C. To facilitate the County's continuing disclosure undertakings the Disclosure Coordinator shall:

- (A) maintain a record of all continuing disclosure obligations of the County using a chart substantially in the form attached as Exhibit C, which shall identify and docket all continuing disclosure deadlines;
- (B) schedule email reminders on the EMMA website for each Obligation to help ensure timely filing of financial disclosures;
- (C) ensure that preparation of the County's Annual Reports commence as required under each specific continuing disclosure undertaking; and
- (D) comply with the County's obligation to file Annual Reports by submitting or causing the required (i) annual financial information and operating data and (ii) audited financial statements (all of which may be included in the County's CAFR) to be submitted to the MSRB through EMMA. If within a Continuing Disclosure Agreement the County has agreed to furnish information that is outside the scope of the County's CAFR, the County shall file a supplement to the CAFR when filing with the MSRB through EMMA.
 - a. In the event the County does not have audited financial statements available by the filing deadline imposed by the continuing disclosure agreement, the Disclosure Coordinator shall instead file the updated annual and financial information and operating information, and submit the County's unaudited financial statements with a statement that unaudited financial statements are being provided because audited financial statements are not yet available and that audited financial statements will be filed when available. Audited financial statements shall be filed as soon as available.
 - b. All documents submitted to the MSRB through EMMA that are identified by specific reference to documents already available to the public on the MSRB's Internet website or filed with the SEC shall be clearly identified by cross reference.
 - c. File a "failure to file notice" if any filing required under a continuing disclosure undertaking is not filed on time. (Note: a "failure to file" notice is not required when an audited financial statement is not available on the filing deadline IF the requirements of Section 4.01(D)(a) above are met.) The failure to file notice shall include information describing the nature and/or cause of the failure to meet

the contractual deadline and, if available, an approximate timeframe for when the complete information is expected to be submitted.

Article V ***Listed Event Filings***

Section 5.01. Disclosure of Listed Events. Pursuant to Rule 15c2-12(b)(5)(i)(C), the County is obligated to disclose to the MSRB notice of certain specified events with respect to the County's securities (a "**Listed Event**"). All Employees shall be instructed to notify the Disclosure Coordinator if he or she becomes aware of any of the Listed Events listed in the County's continuing disclosure undertakings. The Disclosure Coordinator may consult with Disclosure Counsel, or the Financial Advisor, to discuss the event and to determine whether a filing is required or is otherwise desirable. If such a filing is deemed necessary, the Disclosure Coordinator shall cause a notice of the Listed Event (a "**Listed Event Notice**") that complies with Rule 15c2-12 to be prepared, and the Disclosure Coordinator shall file, or cause to be filed, the Listed Event Notice as required by Rule 15c2-12 as follows:

- (A) The Disclosure Coordinator shall monitor and periodically review the Listed Events identified on Exhibit A, in connection with the Obligations identified on the Chart in Exhibit C to determine whether any event has occurred that may require a filing with EMMA.
- (B) The Disclosure Coordinator shall file, in a timely manner, a notice of the occurrence of any Listed Event or Events with the MSRB via EMMA with respect to any Obligations to which the Listed Event or Events are applicable, in a timely manner not in excess of ten (10) business days after the occurrence of the Listed Event.
- (C) The Disclosure Coordinator shall subscribe to any available ratings agency alert service regarding the ratings of any Obligations.

Article VI ***Miscellaneous***

Section 6.01. Documents to be Retained. The Disclosure Coordinator shall be responsible for retaining records demonstrating compliance with this Policy. The Disclosure Coordinator shall retain an electronic or paper file ("**Transcript**") for each continuing disclosure Annual Report that the County completes. Each Transcript shall include final versions of documents submitted to the MSRB through EMMA. The Transcript shall be maintained for a period of eleven (11) years from the final retirement of the Obligations.

Section 6.02. Education and Training. The County shall conduct periodic training to assist the Disclosure Coordinator, all Employees and the Board of Supervisors in understanding and performing their responsibilities under this Policy. Such training sessions shall include a review of this Policy, the County's disclosure obligations under applicable federal and state securities laws, including the Listed Events in Exhibit A, and the disclosure responsibilities and potential liabilities of members of County staff and members of the Board of Supervisors. Such training sessions may include meetings with Disclosure Counsel, teleconferences, attendance at seminars or conferences where disclosure responsibilities are discussed, and/or recorded presentations.

Section 6.03. Public Statements Regarding Financial Information. Whenever the County makes statements or releases information relating to its finances to the public that is reasonably expected to reach

investors and the trading markets (including, without limitation, all Listed Event notices, statements in the CAFR, and other financial reports and statements of the County), the County is obligated to ensure that such statements and information are complete, true, and accurate in all material aspects. The Disclosure Coordinator shall assist the County Manager, Mayor and Board of Supervisors in ensuring that such statements and information are accurate and not misleading in any material aspect. Investment information published on the County's website may include a cautionary statement at the request of the Disclosure Coordinator, substantially as follows:

“The only information on this website that is posted with the intention of reaching the investing public, including bondholders, rating analysts, investment advisors, or any other members of the investment community, is located on the "investor information" web pages. Other than the specific information presented in the investor information web pages, no other information on the County's website is intended to be the basis of or should be relied upon in making an investment decision. Because each security issued by the County or its related entities may involve different sources of payment and security, you should refer for additional information to the official statement and continuing disclosure filings for the particular security. The information posted in the investor information web pages speaks only as of its date.”

EXHIBIT A
LISTED EVENTS

The Disclosure Coordinator should periodically review this list to determine whether any event has occurred that may require a filing with EMMA.

For securities (subject to Rule 15c2-12) issued on or after December 1, 2010, or for variable rate demand bonds that are converted from a mode currently exempted from rule 15c2-12 to a mode not so exempted on or after December 1, 2010, the following events automatically trigger a requirement to file on EMMA within ten (10) business days of their occurrence, without regards to the materiality of the event:

1. principal and interest payment delinquencies
2. unscheduled draws on debt service reserves reflecting financial difficulty
3. unscheduled draws on credit enhancements reflecting financial difficulty
4. substitution of credit or liquidity providers, or their failure to perform
5. adverse tax opinions or events affecting the tax-exempt status of the security
6. tender offers
7. defeasances
8. rating changes
9. bankruptcy, insolvency, receivership or similar event of the obligated person

The following events trigger a requirement to file notice of their occurrence on EMMA within a reasonable period of time after their occurrence, once they are determined to be material by the Disclosure Coordinator:

1. non-payment related defaults
2. modifications to the rights of security holders
3. bond calls
4. release, substitution or sale of property securing repayments of the securities
5. the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms
6. appointment of a successor or additional trustee or the change of name of a trustee

EXHIBIT B

Suggested Practices in Submitting Annual Financial Information to EMMA*

Annual Financial Information is to be submitted to EMMA as follows:

- through the EMMA Dataport;
- in one or more electronic word-searchable portable document format files configured to permit documents to be saved, viewed, printed and retransmitted by electronic means (“properly formatted pdf file”); and
- indexed by the submitter as “Annual Financial Information and Operating Data” – this EMMA indexing category should be used for all submissions consisting of one or both parts of an annual financial information submission. A submission should be indexed in EMMA by the submitter as “Annual Financial Information and Operating Data” if it consists of complete annual financial information (including audited financial statements and/or the CAFR).

If the audited financial statements have not been prepared in time to meet the deadline:

- file unaudited financial statements with a notice to the effect that the unaudited financial statements are being provided pending completion of audited financial statements and that the audited financial statements will be submitted to EMMA when they have been prepared.

If annual financial information is provided by reference to other submitted documents file:

- a notice that includes specific reference to a document available on the EMMA website or the SEC (such as, but not limited to, an official statement), to the extent that such document in fact includes the information required to be include in the annual financial information; and
- the submitter should confirm that such document in fact is available from the EMMA website or the SEC and should include in such notice (A) a textual description of the document that includes the required information, with sufficient detail for a reasonable person to determine the precise document being referenced, and (B) an active hyperlink to the pdf file of such document as then posted on the EMMA website or to the SEC’s EDGAR system; further, if such document includes audited financial statements, the submitter should also index such submission as “Audited Financial Statements or CAFR” in addition to (but not instead of) “Annual Financial Information and Operating Data” unless the submitter submits such audited financial statements separately to EMMA.

Failure to file notices are to be submitted to EMMA as follows:

- through the EMMA Dataport;
- as an electronic word-searchable and properly formatted pdf file; and
- indexed by the submitter as “Failure to Provide Annual Financial Information.”

* Procedures subject to change.

EXHIBIT C
DEBT INVENTORY

Update and complete with each new issue of Obligations, and upon any disclosure filing

NAME OF ISSUE/PRINCIPAL AMOUNT	DATE OF ISSUE	FINAL MATURITY DATE	CUSIP FOR FINAL MATURITY	DATE BY WHICH ANNUAL REPORTS MUST BE FILED (OR "EXEMPTION" UNDER THE RULE)	ANNUAL REPORTS INFORMATION TO BE FILED	SOURCE OF INFORMATION	DATE INFORMATION WAS FILED

CERTIFICATE

STATE OF IOWA

)

) SS

COUNTY OF GRUNDY

)

I, the County Auditor of Grundy County, State of Iowa, do hereby certify that attached is a true and complete copy of the portion of the corporate records of the County showing proceedings of the Board of Supervisors and the same is a true and complete copy of the action taken by the Board with respect to the matter at the meeting held on the date indicated in the attachment, which proceedings remain in full force and effect, and have not been amended or rescinded in any way; that meeting and all action thereat was duly and publicly held in accordance with a notice of public hearing and tentative agenda, a copy of which was timely served on each member of the Board and posted on a bulletin board or other prominent place easily accessible to the public and clearly designated for that purpose at the principal office of the Board (a copy of the face sheet of the agenda being attached hereto) pursuant to the local rules of the Council and the provisions of Chapter 21, Code of Iowa, upon reasonable advance notice to the public and media at least twenty-four hours prior to the commencement of the meeting as required by law and with members of the public present in attendance; I further certify that the individuals named therein were on the date thereof duly and lawfully possessed of their respective County offices as indicated therein, that no Board vacancy existed except as may be stated in the proceedings, and that no controversy or litigation is pending, prayed or threatened involving the incorporation, organization, existence or boundaries of the County or the right of the individuals named therein as officers to their respective positions.

WITNESS my hand and the seal of the County hereto affixed this 28th day of March, 2016.



County Auditor, Grundy County, State of Iowa



(SEAL)

NOTICE AND CALL TO PUBLIC MEETING

Governmental Body: Grundy County Board of Supervisors

Date of Meeting: March 28, 2016

Place of Meeting: Supervisors' Room
Grundy County Courthouse, 706 G Ave., Grundy Center, Iowa

PUBLIC NOTICE IS HEREBY GIVEN that the Board of Supervisors of Grundy County, Iowa, will meet at the date, time, and place set forth herein.

Tentative agenda for said meeting is as follows:

1. Call to order and taking of roll – 9:00 A.M.
2. Reading of minutes of the previous meeting.
3. Business items:

9:00 – Public hearing regarding Amendment No. 1 to the Memorial Hospital Urban Renewal Plan
Resolution #41-2015/2016 determining an area of Grundy County to be an economic development area and that the rehabilitation, conservation, redevelopment, development or a combination thereof, of such area is necessary in the interest of the public health, safety, or welfare of the residents of the County; designating such area as appropriate for urban renewal projects; and adopting Amendment No. 1 to the Memorial Hospital Urban Renewal Plan

9:05 – Todd Rickert, Regional Coordinator of Disability Services, and Daphne Schlamp, Grundy County Coordinator of Disability Services
Department update

9:15 – Gary Mauer, County Engineer
Approve bidder for Project No. FM-CO38(104)—55-38 (Farm to Market Rock Surfacing)
Approve plans, specifications and letting date for Project No. FM-CO38(105)—55-38 (Farm to Market Pavement Markings)
Pleasant Valley/Dike Shops Fuel Quotes
Approve plans, specifications and letting date for lighting project, No. HSIP-S-CO38(98)—6C-38
Department update

- Resolution #42-2015/2016 setting date for public hearing on issuance of not to exceed \$5,100,000 General Obligation Urban Renewal Bonds
- Resolution #43-2015/2016 determining the necessity and setting dates of a consultation and a public hearing on a proposed Grundy County Annex Urban Renewal Plan for a proposed Urban Renewal Area in Grundy County, State of Iowa
- Resolution #44-2015/2016 proclaiming National County Government Month
- Resolution #45-2015/2016 approving Continuing Disclosure Policy
- Resolution #46-2015/2016 setting date for public hearing for Amendment to Zoning Ordinance
- Updates on various board and committee meetings

4. Adjournment

This notice is given by the direction of the Grundy County Board of Supervisors pursuant to chapter 21.4 of the Code of Iowa. If you have a disability requiring special meeting accommodations, please call 319-824-5813.



Rhonda R. Deters, County Auditor