

**August 14, 2012 Minutes**  
**Washington County Board of Supervisors**  
**Supervisor's Room Courthouse**  
**Blair, Nebraska 68008**

The Washington County Board of Supervisors of Washington County, Nebraska, met in regular session at 8:45 a.m. on Tuesday, August 14, 2012 in the Supervisor's Meeting Room at the Courthouse in Blair, Nebraska. Notice of the meeting was given in advance thereof by publication in the Pilot-Tribune. A copy of the proof of publication is on file in the office of the County Clerk. Notice of the meeting was given to the members and a copy of their acknowledgment of the receipt of notice and the agenda are on record at the office of the County Clerk. Availability of the agenda was communicated in the advance notice and in the notice to the members. All proceedings hereafter shown were taken while the convened meeting was open to the attendance of the public.

Vice-Chairman Jeff Quist declared the meeting was in session and that the meeting is being recorded. Quist made note that the Open Meetings Law is posted on the door and the north wall. Present: Vice-Chairman, Jeff Quist, County Board Members, Kent Clausen, Jerry Kruse, Steve Kruger, Ernest Abariotes and Ron Hinline. Chairman Mary Alice Johnson was absent. Also present, County Clerk Merry Truhlsen.

Motion Kruse second Abariotes to approve agenda for August 14<sup>th</sup>, 2012. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried. It was moved by Kruse and seconded by Clausen that the rules be suspended and that the minutes of the July 24, 2012 meeting be approved but not read at this meeting for the reason that all board members were furnished a copy of said minutes prior to the meeting. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

It was moved by Hinline and seconded by Kruger that the regular monthly fee reports of the following officials be received and placed on file: Co Clerk \$206.00, Reg of Deeds \$20,387.75, Co Court \$18,619.08, Co Plan Dept \$6,694.00, Clk Dist Crt \$2043.25, Sheriff \$2,893.10 and Road Dept \$1,232.80. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

The following correspondence has been received: Lodging tax for July 1,826.28 and letter from Berggren Architects regarding their services. It was moved by Hinline and seconded by Abariotes that the correspondence be received and placed on file. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

In Road Dept. matters, Dan Norman, Civil Solutions reviewed the final costs of Box-Culvert Project No. C89 (539) located on Co Rd 7 north of P10. Norman's handout was a comparison of bid/actual quantities and costs, with the final cost of \$117,719.34 being \$13,187.41 under bid price. Partial payment to ME Collins in the amount of \$101,036.06 will be approved with the claims.

Norman also presented the results of geological testing completed on Co Rd 4, Herman Scribner Rd. While the overall subgrade appears to be in relatively good shape, this pavement was constructed in 1993 and is nearing the end of its service life. Norman listed steps to extend the current life of this pavement: keep joints and cracks sealed, replace patches of concrete that will need to be removed by saw cutting and repair corner cracking on some panels. Norman said he could get proposals from contractors, select the most critical sites to be repaired and keep the cost under \$30,000. Hinline made a motion to authorize Norman to solicit proposals from contractors to do critical repairs but later withdrew his motion. Board discussed the project and having County forces do the work. Cheryl Parsons, Hwy Supt, said they don't have the saw cutting equipment and have a number of projects already planned. Bob Smith, Road Foreman, listed projects lined up for this fall and said he is not sure County crews would have time to do the repairs on Co Rd 4, as this would take a lot of time. Motion Kruger second Hinline to hire Civil Solutions, at his hourly rate, to identify areas on CR4 that need to be repaired, get pricing and give Board an estimate of the cost of repairs at the next meeting. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

Parsons said Dep Co Atty Ed Talbot had reviewed the Construction Engineering Services agreement with Schemmer Assoc., Darin Brown, Design Engineer, for the bridge replacement project on Burt-Washington county line or Road "A." Motion by Hinline second by Kruse to approve the construction engineering services agreement with Schemmers, for an amount not to exceed \$24,600 (cost to be shared with Burt Co). Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

Parsons had advertised for the sale of used Road Dept equipment: 1990 Dynapac C15 Pneumatic Tired Roller and a 1976 Ingram Pneumatic Roller. Parsons read bids for 1990 Dynapac- Midwest Diesel Dynamics for \$1500, Bernie Maslowsky for \$1,310. Motion Clausen second Kruse to accept the bid from Midwest Diesel Dynamics. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried. Parsons read the bid for 1976 Ingram- Midwest Diesel Dynamics

\$1,250. Motion Kruger second HineLine to accept the bid from Midwest Diesel Dynamics. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and HineLine. Nay: None. Motion carried.

Joyce Graybill spoke about a safety issue with the ditch on Co Rd 38. Graybill said Tim Andersen, who was renting her ground, dug the ditch out, put the dirt into her field, then heavy rains last summer caused erosion. Mark O'Connor, OPPD, said the power pole is undermined. Board discussed the ditch. Smith said the County crews can put the dirt from Graybill's field that was taken out of the ditch back into the ditch, regrade and reseed and that should stabilize the banks. HineLine spoke of a \$4,000 cost to repair a ditch on Co Rd 34 Andersen dug out. Motion HineLine second Abariotes, that after repairs are finished in Graybill's area, to bill Tim Andersen for a portion of the cost of repairs on CR38 and also bill him for the \$4,000 cost to repair the ditch on CR34. Dennis McCormick spoke in favor of billing Andersen for the cost of repairs. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and HineLine. Nay: None. Motion carried.

Paul Mullen and Greg Youell, new Executive Director of MAPA, discussed the Heartland 2050 Consortium Agreement with the Board. County had previously signed a Memorandum of Understanding supporting this project, which is funded by a grant from the US Dept of Housing and Urban Development, and is a regional visioning project for the Omaha-Council Bluffs metropolitan area. Motion Kruger second Abariotes to authorize Vice-Chairman to sign the agreement. Vote-Aye: Clausen, Kruse, Quist, Kruger and Abariotes. Nay: HineLine. Motion carried.

Rob Bellamy, Jail Administrator had discussed the need for hiring an additional deputy for the jail with the Budget Committee. Quist said the committee recommended not approving an additional deputy but said it should be discussed before the full Board. Sheriff Mike Robinson talked about the liability involved with the jail and spoke of dealing with volatile situations. Bellamy said he believes this request is justified, discussed various duties of a jail deputy and discussed his concerns for safety of inmates and jail employees. Board discussed the request. Robinson invited the Board to come do a ride along with the deputies, come sit in the jail and the communications room to educate themselves on what the Sheriff's Office does and how busy they are. Motion by HineLine second by Clausen to continue this to the August 28<sup>th</sup> meeting. Aye: Clausen, Kruse, Quist, Kruger, Abariotes and HineLine. Nay: None. Motion carried.

At 10:45, motion was made by Abariotes and seconded by Kruger to enter into a public hearing to consider issuing Wastewater and Solid Waste disposal Facilities Revenue Refunding Bonds. Vote- Aye: Clausen, Kruse, Quist, Johnson, Kruger, Abariotes and HineLine. Nay: None. Motion carried. Deputy County Attorney Ed Talbot was present at this time. Curtis Christensen, Kutak Rock LLP, stated the purpose of this bond issue is to refund a transaction done first in 2002, the second transaction done in 2007, the aggregate amount of those issues was \$35 million and the proposed bond issue would be to refund those for lower interest costs, again in the amount of \$35 million. Christensen reviewed details of the transaction. Eric Swanson, Facility Controller of Cargill was also present. Christensen said Nebraska Statute Sec 13-1101, authorizes Counties to issue bonds of this sort, as conduit issuers, for economic purposes. Christensen said they are requesting the County appoint a special issuer counsel to act on behalf on the County to review the documents and render a legal opinion at the time of closing. Cost of said counsel to be paid by Cargill. Talbot discussed selecting a special issuer counsel. At 11:05 A.M., motion by Kruse and second by Clausen to close public hearing. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and HineLine. Nay: None. Motion carried. Kruse made a motion, seconded by Clausen, to adopt Resolution 2012-22 and appoint a committee to meet with Talbot regarding the special issuer counsel. HineLine requested the Resolution be adopted first. Kruse then amended the motion, seconded by HineLine, to adopt Resolution 2012-22 approving the Wastewater and Solid Waste disposal Facilities Revenue Refunding Bonds, noting the correction from 7% to 12% in Section 2, and corresponding documents. Vote- Aye: Clausen, Kruse, Quist, Kruger, Abariotes and HineLine. Nay: None. Motion carried. Motion by Kruse, second by HineLine to appoint a committee of Quist, Kruger and Abariotes to meet with Talbot to select a special issuer counsel. Aye: Clausen, Kruse, Quist, Kruger, Abariotes and HineLine. Nay: None. Motion carried.

## **RESOLUTION NO. 2012-22**

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE ON OR ABOUT SEPTEMBER 20, 2012 OF NOT EXCEEDING THIRTY-FIVE MILLION DOLLARS (\$35,000,000) OF THE WASHINGTON COUNTY, NEBRASKA WASTEWATER AND SOLID WASTE DISPOSAL FACILITIES REVENUE REFUNDING BONDS (CARGILL, INCORPORATED PROJECTS) SERIES 2012 FOR THE PURPOSE OF REFUNDING TWO PRIOR BOND ISSUES OF THE COUNTY THAT FINANCED THE ACQUISITION, CONSTRUCTION, IMPROVING AND EQUIPPING OF CERTAIN INDUSTRIAL DEVELOPMENT FACILITIES FOR CARGILL, INCORPORATED LOCATED IN WASHINGTON COUNTY, NEBRASKA (WHICH FACILITIES ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "PROJECT"), WHICH BONDS AND THE INTEREST THEREON SHALL BE PAYABLE SOLELY FROM THE AMOUNTS TO BE PAID TO THE COUNTY UNDER A SUPPLEMENTAL LEASE AGREEMENT BETWEEN THE COUNTY AND CARGILL, INCORPORATED AND WHICH AMOUNTS ARE PLEDGED TO THE PAYMENT OF THE BONDS; APPROVING AND AUTHORIZING

EXECUTION OF THE SUPPLEMENTAL LEASE AGREEMENT, AN INDENTURE OF TRUST, A TAX REGULATORY AGREEMENT AND A BOND PURCHASE AGREEMENT WITH RESPECT TO THE BONDS; APPROVING A GUARANTY AGREEMENT FROM CARGILL, INCORPORATED WITH RESPECT TO THE BONDS; APPROVING AND AUTHORIZING THE DISTRIBUTION AND USE OF AN OFFICIAL STATEMENT TO BE USED IN CONNECTION WITH THE SALE OF THE BONDS; MAKING FINDINGS AND DETERMINATIONS WITH REFERENCE TO THE BONDS; DETERMINING THAT THE BONDS SHALL BE LIMITED OBLIGATIONS OF THE COUNTY AND SHALL NOT BE A PECUNIARY LIABILITY OF THE COUNTY OR A CHARGE AGAINST ITS GENERAL CREDIT OR TAXING POWERS; PROVIDING THAT THE INVALIDITY OF ANY PART OF THIS RESOLUTION SHALL NOT AFFECT THE REMAINDER; INCORPORATING WITHIN THIS RESOLUTION THE PROVISIONS OF SECTION 13-1101 ET SEQ., AS AMENDED, NEBRASKA REVISED STATUTES; AUTHORIZING THE ENGAGEMENT OF SPECIAL COUNTY COUNSEL; AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS; EXPRESSING PUBLIC APPROVAL WITHIN THE MEANING OF SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND REPEALING ALL RESOLUTIONS AND PARTS OF RESOLUTIONS IN CONFLICT HEREWITH AND PROVIDING FOR THE DATE OF EFFECT OF THIS RESOLUTION.

WHEREAS, Washington County, Nebraska (the "County") previously issued and there remain outstanding (i) its \$20,000,000 aggregate principal amount of Wastewater Facilities Revenue Bonds (Cargill, Incorporated Project) Series 2002 (the "Series 2002 Prior Bonds") and (ii) its \$15,000,000 aggregate principal amount of Wastewater and Solid Waste Disposal Facilities Revenue Bonds (Cargill, Incorporated Project) Series 2007 (the "Series 2007 Prior Bonds" and, collectively with the Series 2002 Prior Bonds, the "Prior Bonds"), the proceeds of which were used to finance the acquisition, construction, improving and equipping of certain industrial development facilities (collectively, the "Project") for Cargill, Incorporated, a Delaware corporation (the "Company"), located at the Company's agricultural products manufacturing facility in Washington County near Blair, Nebraska, and now proposes at the request of the Company, to issue and sell on or about September 5, 2012 the Washington County, Nebraska Wastewater and Solid Waste Disposal Facilities Revenue Refunding Bonds (Cargill, Incorporated Projects) Series 2012 in the principal amount of not exceeding \$35,000,000 (the "Bonds"), to finance all or a portion of the cost of refunding the Prior Bonds, all in accordance with the provisions of Section 2, Article XIII of the Nebraska Constitution and Chapter 13, Article 11 of the Reissue Revised Statutes of Nebraska, 2007, as amended (the "Act"); and

WHEREAS, the County accepted the interests in real estate and personal property conveyed by the Company to the County at the times the Prior Bonds were issued pursuant to warranty deeds and bills of sale, respectively; and

WHEREAS, pursuant to a Notice of Public Hearing, duly published in *The Pilot-Tribune* on July 31, 2012, the Board of Supervisors conducted on August 14, 2012 a public hearing (the "Hearing"), pursuant to and in compliance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), at which Hearing all interested parties were given an opportunity to express their views orally or in writing for or against the proposed Bonds and the Project, and the Board of Supervisors deems it necessary and advisable to give public approval to the proposed issuance by the County of not to exceed \$35,000,000 aggregate principal amount of the Bonds, for the aforesaid purposes; and

WHEREAS, the Board of Supervisors finds and determines that in furtherance of the purposes and pursuant to the provisions of Section 2 of Article XIII of the Nebraska Constitution and the Act and in order to provide for interest cost savings relating to the costs of the Project, it is necessary and advisable and in the best interest of the County to proceed with the issuance of the Bonds and the provision of the proceeds thereof to the Company in order to refund the Prior Bonds; and

WHEREAS, the County agrees to the sale of the Bonds through Merrill Lynch, Pierce, Fenner & Smith Incorporated and Thornton Farish Inc., as Underwriters (collectively, the "Underwriter"), under the hereinafter-defined Purchase Agreement; and

WHEREAS, there have been presented to this meeting the following documents, which the County proposes to enter into or which are integral to the contemplated transaction:

1. The form of Supplemental Lease Agreement dated as of September 1, 2012 (the "Agreement") between the County and the Company;
2. The form of Indenture of Trust dated as of September 1, 2012 (the "Indenture") between the County and Wells Fargo Bank, National Association, as trustee thereunder (the "Trustee"), setting forth the terms of the Bonds (including, without limitation, the final maturity date of not later than April 1, 2035, the rate or rates of interest of not to exceed twelve percent (12.00%) per annum, the interest rate mode or modes, and redemption provisions) and the conditions and security for the Bonds;

3. The form of Guaranty Agreement dated as of September 1, 2012 (the “Guaranty”) to be executed and delivered by Cargill, Incorporated, as guarantor (the “Guarantor”) to the Trustee;
4. The form of Tax Regulatory Agreement dated as of September 1, 2012 (the “Tax Regulatory Agreement”) among the County, the Company and the Trustee;
5. The form of Bond Purchase Agreement (the “Purchase Agreement”) among the County, the Company and the Underwriters to be used in connection with the sale of the Bonds;
6. The form of the Bonds as set forth in the Indenture;
7. The form of the proposed Official Statement (the “Official Statement”) to be used in connection with the sale of the Bonds; and
8. Evidence of publication of the Notice of Public Hearing with respect to the Bonds.

WHEREAS, it appears that each of the instruments above referred to, which are now before each of the Members of the Board of Supervisors, is in appropriate form and is an appropriate instrument for the purposes intended; and

WHEREAS, it is necessary and desirable upon advice of the County Attorney to engage counsel as “Special County Counsel” to represent the County with respect to the issuance, sale and delivery of the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF WASHINGTON COUNTY, NEBRASKA, AS FOLLOWS:

*Section 1.* That the County finance the refunding of the Prior Bonds, but only from the proceeds of the sale of the Bonds by issuing the Bonds and providing the proceeds from the sale of the Bonds to the Company.

*Section 2.* That, in order to refund the Prior Bonds, the issuance of the Bonds on or about September 20, 2012, but not later than December 31, 2012, in the principal amount of not exceeding \$35,000,000 in substantially the form and content set forth in the Indenture now before this meeting, subject to appropriate insertion and revision in order to comply with provisions of the Indenture, be and the same hereby is in all respects authorized, approved and confirmed, subject to the satisfaction of the preconditions to such issuance set forth in the Indenture, and the form and content of the Bonds set forth in the Indenture now before this meeting be and the same hereby are in all respects authorized, approved and confirmed, and the Chairman and the County Clerk be and they hereby are authorized, empowered and directed to execute, and attest to the execution, whether by manual or facsimile signatures, seal with the official seal of the County and deliver for and on behalf of the County the Bonds to the Trustee for authentication, and the Trustee is hereby authorized and directed to authenticate the Bonds, and the provisions of the Indenture with respect to the Bonds (including, without limitation, the final maturity date of not later than April 1, 2035, the rate or rates of interest of not to exceed twelve percent (12%) per annum, the interest rate mode or modes, and redemption provisions) be and the same hereby are authorized, approved and confirmed and are incorporated herein by reference.

*Section 3.* That the County provide the proceeds of the Bonds to the Company to finance the refunding of the Prior Bonds pursuant to the Agreement, and the form and content of the Agreement be and the same hereby are in all respects authorized, approved and confirmed, and the Chairman and the County Clerk be and they hereby are authorized, empowered and directed to execute, attest to the execution of, seal with the official seal of the County and deliver the Agreement prior to or simultaneously with the sale of the Bonds for and on behalf of the County, including necessary counterparts in substantially the form and content now before this meeting, but with such changes, modifications, additions or deletions therein as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all changes, modifications, additions or deletions therein from the form and content of the Agreement now before this meeting, and that, from and after the execution, attestation, sealing and delivery of the Agreement, the Chairman and the County Clerk are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Agreement as executed.

*Section 4.* That Wells Fargo Bank, National Association is hereby appointed Trustee under the Indenture, and that the form and content of the Indenture and the assignment of the County’s interest in the Agreement be and the same hereby are in all respects authorized, approved and confirmed, and the Chairman and the County Clerk be and they hereby are authorized, empowered and directed to execute, attest to the execution of, seal with the official seal of the County and deliver the Indenture for and on behalf of the County to the Trustee for the security of the Bonds and the interest thereon, including necessary counterparts in substantially the form and content now before this meeting, but with such changes, modifications, additions and deletions therein as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all changes, modifications, additions or deletions therein from the form and content of the Indenture now

before this meeting, and, that from and after the execution, attestation, sealing and delivery of the Indenture, the Chairman and the County Clerk are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Indenture as executed.

*Section 5.* That the form and content of the Tax Regulatory Agreement be and the same hereby are in all respects authorized, approved and confirmed, and the Chairman and the County Clerk be and they hereby are authorized, empowered and directed to execute, attest to the execution of, seal with the official seal of the County and deliver the Tax Regulatory Agreement prior to or simultaneously with the issuance of the Bonds for and on behalf of the County, including necessary counterparts in substantially the form and content now before this meeting, but with such changes, modifications, additions or deletions therein as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all changes, modifications, additions or deletions therein from the form and content of the Tax Regulatory Agreement now before this meeting, and that, from and after the execution, attestation, sealing and delivery of the Tax Regulatory Agreement, the Chairman and the County Clerk are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Tax Regulatory Agreement as executed.

*Section 6.* That the Guaranty is hereby approved in substantially the form and content now before this meeting, but with such changes, modifications, additions and deletions therein as shall seem necessary, desirable or appropriate to the Chairman and the County Clerk, and which Guaranty the Trustee is authorized to accept.

*Section 7.* That the County hereby determines and directs that the Prior Bonds be irrevocably called for redemption on or about November 1, 2012 (but in no event later than the date 90 days following the date of issuance and delivery of the Bonds), in whole at 101% of the principal amount thereof (in the case of the Series 2002 Prior Bonds) and at the principal amount thereof (in the case of the Series 2007 Prior Bonds) plus in each case accrued interest to the redemption date, provided that the Prior Bonds shall not be so called for redemption if the Bonds are not issued, sold and delivered on or before the date of redemption and the proceeds thereof made available for such purpose in accordance with the Indenture. The County hereby authorizes and directs The Bank of New York Mellon Trust Company, N.A. (formerly BNY Trust Company of Missouri), as trustee (the "2002 Trustee") under the Indenture of Trust dated as of November 1, 2002 between the County and the 2002 Trustee (the "2002 Indenture"), to give notice of call for redemption of the Series 2002 Prior Bonds in accordance with Section 3.02 of the 2002 Indenture. The County hereby authorizes and directs Wells Fargo Bank, National Association, as trustee (the "2007 Trustee") under the Indenture of Trust dated as of April 1, 2007 between the County and the 2007 Trustee (the "2007 Indenture"), to give notice of call for redemption of the Series 2007 Prior Bonds in accordance with Section 3.02 of the 2007 Indenture.

*Section 8.* That the Board of Supervisors has conducted the Hearing and has considered all oral or written statements which were made or filed for or against the proposed Bonds and the Project, and hereby determines that the proposed issuance by the County of the Bonds, for the purpose as set forth in the Notice of Public Hearing and described in the preamble hereof, be and the same are hereby approved for the purpose of complying and in accordance with the public approval requirements of Section 147(f) of the Code.

*Section 9.* That the sale of the Bonds to the Underwriters at a purchase price of not less than ninety-eight percent (98%) of the aggregate principal amount of the Bonds is hereby authorized, approved and confirmed, and the Chairman and the County Clerk be and they hereby are authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to effectuate the sale of the Bonds.

*Section 10.* That the respective form and content of the Purchase Agreement be, and the same hereby is, authorized, approved and confirmed, and the Chairman be and he hereby is authorized, empowered and directed to accept the Purchase Agreement for and on behalf of the County by his execution thereof, in substantially the respective form and content now before this meeting, but with such changes, modifications, additions or deletions therein as shall to him seem necessary, desirable or appropriate, his acceptance thereof to constitute conclusive evidence of his approval of any and all changes, modifications, additions or deletions therein from the form and content of the Purchase Agreement now before this meeting, and, that from and after the execution and delivery of the Purchase Agreement, the Chairman and the County Clerk are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Purchase Agreement, as executed.

*Section 11.* That the distribution and use by the Underwriters of the Preliminary Official Statement and the Official Statement in substantially the form and content now before this meeting, but with such changes, modifications, additions or deletions therein as shall have been reviewed and approved by the County Attorney or by the Special County Attorney, as hereinafter provided for, in connection with the sale of the Bonds be and hereby are approved, the Preliminary Official Statement is deemed final for the purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, and all actions of the County and its officers and agents taken in connection with the Preliminary Official Statement and the Official Statement are hereby authorized, approved, ratified and confirmed.

*Section 12.* That the Chairman and the County Clerk be and they hereby are authorized to execute and deliver for and on behalf of the County any and all additional certificates, documents, opinions or other papers and perform all other acts (including, without limitation, the filing of any financing statements or any other documents to create and maintain a security interest on the properties and revenues pledged under the Indenture, and the taking of such actions as are necessary to permit Bond Counsel to deliver an unqualified opinion to the effect that the interest on the Bonds is excluded from gross income for federal income tax purposes) customary to the closing of bond issues as they may deem necessary or appropriate in order to implement and carry out the intent and purposes of this Resolution.

*Section 13.* That, in accordance with the requirements of Section 13-1105(1) of the Act, it is hereby determined and found that:

(a) The Company is obligated under the Agreement to make basic lease rental payments sufficient in amount timely to pay all principal and interest requirements on the Bonds (an annual amount of interest, calculated at the maximum rate of 12% per annum, of up to \$4,200,000, or up to an aggregate interest amount of \$95,340,000, if the entire principal matures on the latest permitted maturity date, April 1, 2035, plus the aggregate principal amount of the Bonds of up to \$35,000,000), and the payment of such amounts is hereby authorized, approved and confirmed;

(b) As the basic lease rental payments to be made by the Company will be sufficient in amount to pay all principal and interest requirements on the Bonds and the Company covenants in the Agreement to maintain the Project and pay all taxes with respect thereto, it is not deemed advisable to establish any reserve funds in connection with the retirement of the Bonds or the maintenance of the Project or the payment of taxes with respect thereto; and

(c) The terms of the Agreement provide that the Company shall maintain the Project and carry all proper insurance with respect thereto.

*Section 14.* That the Bonds are limited obligations of the County, payable solely from and secured by the lease rental payments required to be paid by the Company for the use of the Project to be financed by the Bonds pursuant to and in accordance with the Agreement and as provided in the Indenture, and are secured as provided in the Indenture and the Guaranty. The Bonds and the interest thereon shall never constitute an indebtedness of the County within the meaning of any State constitutional provision or statutory limitation and shall not give rise to a pecuniary liability of the County or a charge against its general credit or taxing powers.

*Section 15.* That this Resolution does hereby incorporate by reference, as though fully set out herein, the provisions of Section 2 of Article XIII of the Nebraska Constitution and the Act.

*Section 16.* That the County Attorney is hereby authorized and directed to engage an attorney or firm of attorneys having substantial experience as legal counsel with respect to industrial development revenue bond financings undertaken in Nebraska as "Special County Counsel" for the purpose of providing legal representation to the County with respect to the issuance, sale and delivery of the Bonds; provided that the Company shall be responsible to pay, or to reimburse the County for the payment of, the reasonable and documented fees and expenses of Special County Counsel.

*Section 17.* That the provisions of this Resolution are hereby declared to be separable, and, if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

*Section 18.* That all resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

*Section 19.* That this Resolution shall become effective immediately upon its adoption.

Adopted at Blair, Nebraska this 14<sup>th</sup> day of August, 2012.

Attest: Merry Truhlsen  
County Clerk

Approved as to Form: Ed Talbot  
Deputy County Attorney

WASHINGTON COUNTY, NEBRASKA

Jeff Quist, Vice Chairman  
Ernest Abariotes, Supervisor  
Steven Kruger, Supervisor  
Kent Clausen, Supervisor  
Jerry Kruse, Supervisor  
Ronald Hinline, Supervisor

Arlington Youth Foundation applied for a 1-day Special Designated Liquor License for a fund raiser at the fairgrounds. Clerk read the resolution. Motion Kruger second Kruse to adopt Resolution 2012-21 stating Boards approval for the Special Designated Liquor License. Vote-Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

**WHEREAS**, Arlington Youth Foundation has filed an application for a Special Designated Liquor License to dispense alcoholic beverages for a Fund Raiser at the Washington County Fairgrounds- Beef Barn, Arlington, Nebraska:

**BE IT RESOLVED THAT** the Washington County, Nebraska, Board of Supervisors hereby approves the application of Arlington Youth Foundation to use the area designated in said application on: September 7, 2012, for the hours of 3:00 PM to 1:00 AM, for the purpose of dispensing of the alcoholic beverages on said premises.

**PASSED, APPROVED, AND ADOPTED** this 14 day of August, 2012.

Washington County Board of Supervisors  
Jeff Quist, Vice-Chairman

Attest: Merry Truhlsen, County Clerk

Motion Clausen second Kruger to receive the Sheriff's Distress Warrants Collection report and place on file. Vote-Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

Board briefly discussed setting a salary range for the Planning & Zoning Administrator position. Motion Kruse second Clausen to set the salary range at \$35,000 to \$60,000. Vote-Aye: Clausen, Kruse, Quist, Kruger and Hinline. Abariotes abstained. Nay: None. Motion carried.

There were no comments from the public.

Claims were received and reviewed, following which it was moved by Kruger and seconded by Kruse that the following claims be allowed and Clerk ordered to issue warrants on the various funds for the same. Vote-Aye: Clausen, Kruse, Quist, Kruger, Abariotes and Hinline. Nay: None. Motion carried.

#### **GENERAL FUND**

EMPLOYEES	Payroll 8-3-12	137,380.75
AMERITAS LIFE INS CORP	Retirement	9,551.47
WASHINGTON CO BANK	FICA	10,509.59
ABE'S TRASH SERVICE INC	Serv	158.97
ADVANCED CORRECTIONAL HEALTHCARE	Jail Sept	2,389.35
ALAMAR UNIFORMS	Badges	821.00
ANDY'S MOW TOWN INC	Serv	4.77
ARLINGTON PUBLIC LIBRARY	Appropriation	1,100.00
ARMS & AMMO SPORTING GOODS	Supplies	325.00
ATS "THE BEEPER PEOPLE"	Serv	219.25
BEST CARE EMPLOYEE ASSISTANCE PROG	Program	2,632.50
BLAIR TELEPHONE CO	Serv	2,463.90
BURT COUNTY SHERIFFS OFFICE	Serv	37.00
CAMPBELL AMAN FUNERAL HOME	Coroner Serv	300.00
CITY OF BLAIR	Water & Library	1,332.65
CITY OF FORT CALHOUN	Aug Lease	50.00
CLERK OF DISTRICT COURT	Filing Fees	274.00
CONSOLIDATED MANAGEMENT COMPANY	Training Fees	31.75
CONTINENTAL RESEARCH CORPORATION	Supplies	213.97
CONTROL SERVICES INC	Serv	123.30
DENNIS CORDLE	Reimb Supplies	76.95
HERBERT C COULTER, D.D.S.	Inmate Treatment	214.00
COUNSEL OFFICE & DOCUMENT	Supplies	268.60
CVSOAN	Fall Conference	35.00
DICK'S ELECTRIC CO	DMV Serv	180.58
DODGE COUNTY SHERIFF	Serv	38.93
DOUGLAS COUNTY SHERIFF	Serv	89.72
EAKES OFFICE PLUS	Supplies	316.20
ENTERPRISE PUBLISHING CO INC	Notices & Minutes	948.12
FAIRWAY OIL COMPANY	Fuel	1,028.50
FASTENAL COMPANY	Supplies	393.16

FIRST NATIONAL BANK VISA	File Cabinet	37.88
FIRST NATIONAL BANK VISA	Boat Fuel	165.01
FIRST NATIONAL BANK VISA	Equipment	245.95
FIRST NATIONAL BANK - VISA	Supplies	85.40
FIRST NATIONAL BANK VISA	Equip & Fuel	246.71
FIRST NATIONAL BANK VISA	Equip	357.68
FIRST NATIONAL BANK VISA	Equip	518.25
FORT CALHOUN LIBRARY	Appropriation	1,100.00
CLINT FRAHM	Tree Serv	480.00
SHURIE GRAEVE	Reimb Cell	161.60
GREAT PLAINS CHEMICAL COMPANY SOUTH	May & June	295.00
HARDING & SHULTZ PC LLO	FOP Contract	7,636.38
HARRISON COUNTY CLERK OF COURT	Copies	8.35
MARJORIE HOIER	Reimb Mileage	42.18
HOLIDAY INN - KEARNEY	Training	76.95
IDEAL PURE WATER	July Serv	28.13
JOANN JENSEN	Reimb Mileage	140.97
JOHNSON & MOCK ATTORNEYS AT LAW	Crt Appt Attny	6,513.70
JONES AUTOMOTIVE, INC	Equip	179.21
STEPHEN J KRAVIEC PC LLO	Child Support Enf	1,570.75
CAROL KUHR	Reimb Mileage	90.25
LAW ENFORCEMENT SYSTEMS INC	Supplies	73.00
LONG'S OK TIRE STORES	Serv	1,235.56
MEMORIAL COMMUNITY HOSPITAL &	Serv	195.10
MULTI-COUNTY INFORMATION &	Program & Microfilm	2,701.15
NEBRASKA PUBLIC HEALTH ENVIRO LAB	Testing	98.00
NEBRASKA STATE BAR ASSOCIATION	Semin Reg	29.00
NEBRASKA SUPREME COURT	Subscription	65.50
NEBRASKA.GOV	Copies	23.00
GLADYS NELSON	Transcript	63.00
NO FRILLS SUPERMARKET INC	Jail Supplies	14,808.16
NORTHEAST NEBR JUVENILE SERV INC	Serv	72.50
O'REILLY AUTOMOTIVE INC	Equip	73.20
OFFICE DEPOT INC, CHICAGO IL	Supplies	38.25
OFFICE NET	Supplies	1,842.52
OFFICE WAREHOUSE	Supplies	586.41
OMAHA DOOR & WINDOW CO INC	Bldg Repair	1,110.57
OMAHA PUBLIC POWER DISTRICT	Serv	8,403.02
OMAHA WORLD HERALD	Ads	5,224.28
ORTMEIER'S TV & APPLIANCE INC	Equip	156.95
WILLIAM H OUREN	Coroner Serv	75.00
PAY-LESS OFFICE PRODUCTS INC	Supplies	110.88
PERSONALIZED COMPUTER SERVICES	Serv	622.50
GREGORY A PIVOVAR	Crt Appt Attny	540.00
POTTAWATTAMIE CLERK OF COUNTY COURT	Serv	24.00
CALVIN POULSEN	GIS Serv	1,365.00
POUNDS PRINTING INC	Supplies	449.34
JILL A. REEVES	Sheriff Website	2,325.00
RELIABLE OFFICE SUPPLIES	Supplies	95.38
REYZLIK ACE HARDWARE	Supplies	175.71
RR DONNELLEY	Supplies	182.25
SARPY COUNTY COURT	Serv	3.25
DEBBIE SAVILLE	Reimb Mileage	171.30
SE SMITH & SONS	Supplies	84.04
SHELL FLEET PLUS	Fuel	7,904.44
SHOTWELL GLASS LLC	Bldg Repair	227.45
SIDNER, SVOBODA,SCHILKE,THOMSEN	Crt Appt Attny	1,062.00
SMITTY'S AUTO SERVICE INC	Serv	4,201.96



MARY SNOW	Reimb Mileage	158.64
STATE OF NEBRASKA	Telecom	1,280.01
STATE OF NEBR, DEPT OF CORRECT SERV	Inmate Program	4,529.23
TALLEY COMMUNICATIONS	Parts	166.46
THE CLEANER CO	Supplies	427.25
THOMSON REUTERS	Subscription	430.00
STEVE TONN	Reimb Mileage	306.36
ADAM R TRIPP	Crt Appt Attny	774.00
MERRY TRUHLSEN	Reimb Postage	62.71
ULTRA CAR WASH	Serv	400.00
UNITED STATES POSTAL SERVICE	Meter	550.00
UNIV OF NE IS COMMUNICATIONS CENTER	Serv	49.28
US BANCORP EQUIPMENT FINANCE INC	Copier	195.92
JIM VAN CLEAVE	Reimb Mileage	250.86
VERIZON WIRELESS	Sheriff Serv	152.24
BECKY VERSCH	Reimb Mileage	158.73
VILLAGE OF ARLINGTON	Aug Lease	69.50
WASHCO FEED & SUPPLY	K-9 Supplies	39.49
WASHINGTON COUNTY ATTORNEYS	Reimb Postage	15.25
WASHINGTON COUNTY BANK	Imprest Fees	94.16
WASHINGTON COUNTY BANK	Supplies	49.29
WASHINGTON COUNTY COURT	Crt Costs	2,444.50
WASHINGTON COUNTY EXTENSION CASH FU	Reimb Safe Box	15.00
WASHINGTON COUNTY SHERIFF	Cost on Fees	331.75
WASHINGTON COUNTY WEED DEPT	Reimb Supplies	54.21
WOODHOUSE FORD INC	Serv	258.66
<b>ROAD FUND</b>		
EMPLOYEES	Payroll 8-3-12	37,992.95
AMERITAS LIFE INS CORP	Retirement	2,564.53
WASHINGTON CO BANK	FICA	2,906.50
ABE'S TRASH SERVICE INC	Serv	55.00
ANDY'S MOW TOWN INC	Serv	28.47
B'S ENTERPRISE INC	Signs	7,213.50
BARCO MUNICIPAL PRODUCTS INC	Supplies	119.94
BI-STATE MOTOR PARTS INC	Supplies, Parts	555.32
BLAIR SUPERFOODS	Supplies	31.94
BLAIR TELEPHONE CO	Serv	76.99
BRAKKAN TRUCKING	Equip Rental	1,155.39
CARQUEST AUTO PARTS	Parts	197.90
JEFFREY CHRISTENSEN	Reimb Electric Use	150.00
CIVIL SOLUTIONS LLC	Engineering	12,612.50
CJ'S TREE SERVICE	Equip Rental	1,800.00
CMA TRUCKING INC	Equip Rental	2,051.79
CORNHUSKER INTERNATIONAL TRUCKS,INC	Parts & Serv	398.78
CULLIGAN OF OMAHA	Water	111.15
CULLIGAN OF OMAHA	Water	52.80
ENTERPRISE PUBLISHING CO INC	Notices	163.59
FAIRWAY OIL COMPANY	Grease	104.00
FASTENAL COMPANY	Parts	562.38
FILTER CARE OF NEBRASKA	Serv	48.30
MICHAEL FREBURG	Reimb Electric Use	150.00
HAGERBAUMER BROS INC	Equip Rental	573.99
HEARTLAND TIRES & TREADS INC	Tires, Serv	769.25
HI-LINE INC	Supplies	91.56
JOHN DEERE FINANCIAL	Payment	3,153.36
KNUDSEN OIL & FEED	Fuel	2,579.98
RICHARD C KRUSE	Reimb Electric Use	150.00
CHAD LAKE	Reimb Electric Use	150.00

LARSEN INTERNATIONAL	Parts & Labor	233.36
LUXA CONSTRUCTION COMPANY, INC	Repair Concrete	8,589.67
LYMAN-RICHEY SAND & GRAVEL COMPANY	Gravel	13,934.46
RICHARD MADSEN	Reimb Electric Use	150.00
MALLARD SAND & GRAVEL CO	Gravel	1,421.97
ME COLLINS CONTRACTING CO INC	Box Culver	101,036.06
TROY MENCKE	Reimb Electric Use	150.00
MO VALLEY IMPLEMENT INC	Parts	68.84
DOUGLAS M MUHSMAN	Reimb Electric Use	150.00
NEBRASKA IOWA SUPPLY COMPANY	Fuel	4,550.30
NMC EXCHANGE LLC	Parts	1,780.58
OFFICE NET	Supplies	183.33
OMAHA DOOR & WINDOW CO INC	Bldg Repair	1,044.20
OMAHA PUBLIC POWER DISTRICT	Serv	578.78
OMAHA TRUCK CENTER INC	Parts	351.41
CHERYL K PARSONS	Reimb Workshop Exp	293.83
PERSONALIZED COMPUTER SERVICES	Supplies	59.99
GALE D PETERSON	Reimb Electric Use	150.00
POWERPLAN	Equip Rental	2,307.18
SAPP BROS, INC	Fuel	3,569.65
SE SMITH & SONS	Lumber	28.64
SHOLTZ SERVICES INC	Bldg Repair	957.72
SHOTWELL GLASS LLC	Windshield	225.00
SLOPE METER INC	Meter	185.00
STEVE SORENSEN	Reimb Electric Use	150.00
STA-BILT CONSTRUCTION CO	Super Patch	1,118.64
STALP GRAVEL COMPANY	Equip Rental, Gravel	12,536.28
THE CURE, INC	Supplies	25.98
VERIZON WIRELESS	Serv	116.50
WHITMER WELDING SUPPLIES INC	Supplies	125.82
<b>911 ENHANCED WIRELESS FUND</b>		
BLAIR TELEPHONE CO	Serv	371.34
CENTURYLINK	Serv	315.53
GREAT PLAINS COMMUNICATIONS INC	Serv	66.68
SDN TECHNOLOGIES LLC	Equip	4,234.67
<b>911 FUND</b>		
BLAIR TELEPHONE CO	Serv	371.35
CENTURYLINK	Serv	315.54
GREAT PLAINS COMMUNICATIONS INC	Serv	66.68
MOTOROLA	Maintenance	9,658.05

There being no further business to come before the Board at this time, it was moved by Clausen and seconded by Kruse that the meeting be adjourned until the next regular Board meeting date, August 28, 2012. All members present voted aye. Vice-Chairman declared meeting adjourned.

Attest:  
Merry M. Truhlsen  
Washington County Clerk

Jeff Quist, Vice-Chairman  
Washington County Board of Supervisors

I, Merry M. Truhlsen, County Clerk, in and for Washington County, Blair, Nebraska, do hereby certify that the foregoing proceedings took place during the August 14, 2012 meeting of the Washington County Board of Supervisors.

Merry M. Truhlsen, Washington County Clerk