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Document 2011 2713 Type 06 018 Pages 17
Date 8/30/2011 Time 10:05:23AM
Rec Amt $87.00

DEBORAH L PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

RESOLUTION NO. 40-11
Recorder's Cover Sheet

Preparer Information:

Dorsey & Whitney, LLP
801 Grand Suite 3900
Des Moines, IA 50309-2790
(515) 699-3285

Taypayer Information:

City of Dyersville
340 1st Ave E
Dyersville, IA 52040
(563) 875-7724

Return Address:

City of Dyersville
340 1st Avenue E
Dyersville, IA 52040

Grantors:

City of Dyersville, Iowa

Grantees:

Bankers Trust Company & United States of America

Document or instrument number if applicable:

RESOLUTION NO. 40-11

Resolution authorizing the issuance of $2,465,000 General Obligation Corporate Purpose and Refunding Bonds, Series 2011, and providing for the levy of taxes to pay the same

WHEREAS, pursuant to law and prior resolution (the "2003A Note Resolution") of the City Council (the "Council") of the City of Dyersville, in the Counties of Dubuque and Delaware, State of Iowa (the "City") previously issued its $600,000 General Obligation Corporate Purpose Notes, Series 2003A, dated October 1, 2003 (the "2003A Notes"); and

WHEREAS, a portion of the 2003A Notes remain outstanding as follows:

Maturity Date	Principal Amount	Interest Rate	CUSIP
June 1, 2011	$60,000	3.65%	267687 EG2
June 1, 2012	$70,000	3.80%	267687 EH0
June 1, 2013	$75,000	3.90%	267687 EJ6
June 1, 2014	$75,000	4.00%	267687 EK3

; and

WHEREAS, pursuant to the 2003A Note Resolution, the City reserved the right to call the 2003A Notes maturing on and after June 1, 2011 (the "Callable 2003A Notes") for early redemption prior to maturity; and

WHEREAS, the City has heretofore proposed to enter into a loan agreement (the "Loan Agreement") in a principal amount not to exceed $3,300,000 pursuant to the provisions of Section 384.24A of the Code of Iowa for the purpose of paying the cost, to that extent, of constructing waterworks system, sanitary sewer system and street improvements and for the current refunding of the Callable 2003A Notes maturing after June 1, 2011, and has published notice of the proposed action and has held a hearing thereon on May 16, 2011;

WHEREAS, a Preliminary Official Statement (the "P.O.S.") has been prepared to facilitate the sale of $2,465,000 General Obligation Corporate Purpose and Refunding Bonds, Series 2011 (the "Bonds") in evidence of the obligation of the City under the Loan Agreement, and the City has made provision for the approval of the P.O.S. and has authorized its use by Speer Financial, Inc. (the "Financial Advisor"); and

WHEREAS, pursuant to advertisement of sale, bids for the purchase of the Bonds to be issued in evidence of the City's obligation under the Loan Agreement were received and canvassed on behalf of the City and the substance of such bids noted in the minutes; and

WHEREAS, upon final consideration of all bids, the bid of Bankers' Bank, Madison, Wisconsin (the "Purchaser"), is the best, such bid proposing the lowest interest cost to the City;

WHEREAS, the Purchaser has executed a certain Sale Agreement with respect to the Loan Agreement and the Bonds, and the City Council has previously approved the sale Agreement and has made provision for its execution and delivery; and

WHEREAS, it is now necessary to make final provision for the approval of the Loan Agreement and authorize the issuance of the Bonds;

NOW, THEREFORE, Be It Resolved by the City Council of the City of Dyersville, Iowa, as follows:

Section 1. The City shall enter into the Loan Agreement with the Purchaser in substantially the form as has been placed on file with the City Council, providing for a loan to the City in the principal amount of $2,465,000, for the purpose set forth in the preamble hereof.

The Mayor and City Clerk are hereby authorized and directed to sign the Loan Agreement on behalf of the City, and the Loan Agreement is hereby approved.

Section 2. The Bonds, in the aggregate principal amount of $2,465,000, are hereby authorized to be issued in evidence of the City's obligations under the Loan Agreement. The Bonds shall be dated August 11, 2011, shall be issued in the denomination of $5,000 each or any integral multiple thereof and shall mature on June 1 in each of the years, in the respective principal amounts, and bear interest at the respective rates as follows:

Year	Principal Amount	Interest Rate Per Annum	Year	Principal Amount	Interest Rate Per Annum
2012	$145,000	0.80%	2020	$165,000	2.75%
2013	$140,000	1.00%	2021	$170,000	2.90%
2014	$140,000	1.10%	2022	$175,000	3.10%
2015	$140,000	1.30%	2023	$185,000	3.25%
2016	$145,000	1.60%	2024	$190,000	3.40%
2017	$150,000	2.00%	2025	$200,000	3.50%
2018	$155,000	2.25%	2026	$205,000	3.60%
2019	$160,000	2.50%			

Section 3. Bankers Trust Company, Des Moines, Iowa, is hereby designated as the Registrar and Paying Agent for the Bonds and may be hereinafter referred to as the "Registrar" or the "Paying Agent." The City 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 Council; the Mayor and City Clerk are hereby authorized and directed to sign the Registrar/Paying Agent Agreement on behalf of the City; and the Registrar/Paying Agent Agreement is hereby approved.

The City reserves the right to optionally prepay part or all of the principal of the Bonds maturing in the years 2020 to 2026, inclusive, prior to and in any order of maturity on June 1, 2019, or on any date thereafter upon terms of par and accrued interest. If less than all of the Bonds of any like maturity are to be redeemed, the particular part of those Bonds to be redeemed

shall be selected by the Registrar by lot. The Bonds may be called in part in one or more units of $5,000.

If less than the entire principal amount of any 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 Bond, a new Bond or Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Bond. Notice of such redemption as aforesaid identifying the Bond or 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 City's registration books not less than 30 days prior to such redemption date. All of such Bonds as to which the City 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 Bonds shall be payable semiannually on the first day of June and December in each year, commencing June 1, 2012. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. Payment of interest on the Bonds shall be made to the registered owners appearing on the registration books of the City 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 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 Bond or Bonds at the office of the Paying Agent.

The Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor and attested with the official manual or facsimile signature of the City Clerk, and shall be fully registered Bonds without interest coupons. In case any officer whose signature or the facsimile of whose signature appears on the Bonds shall cease to be such officer before the delivery of the 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 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 Bonds shall be fully registered as to principal and interest in the names of the owners on the registration books of the City 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 City 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 Bonds shall be kept confidential as provided by Section 22.7 of the Code of Iowa.

Section 4. Notwithstanding anything above to the contrary, the Bonds shall be issued initially as Depository 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 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 Bonds or the City determines not to continue the book-entry system for recording ownership interests in the Bonds with DTC, the City will discontinue the book-entry system with DTC. If the City does not select another qualified securities depository to replace DTC (or a successor depository) in order to continue a book-entry system, the City will register and deliver replacement 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 City identifies a qualified securities depository to replace DTC, the City will register and deliver replacement 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 Bonds.

Ownership interests in the Bonds may be purchased by or through Participants. Such Participants and the persons for whom they acquire interests in the Bonds as nominees will not receive certificated 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 Bonds, which will be confirmed in accordance with DTC's standard procedures. Each such person for which a Participant has an interest in the Bonds, as nominee, may desire to make arrangements with such Participant to have all notices of redemption or other communications of the City to DTC, which may affect such person, forwarded in writing by such Participant and to have notification made of all interest payments.

The City 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 Bonds.

DTC will receive payments from the City, to be remitted by DTC to the Participants for subsequent disbursement to the Beneficial Owners. The ownership interest of each Beneficial Owner in the 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 City 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 Bonds acquired.

Transfers of ownership interests in the 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 Bonds, except as specifically provided herein. Interest and principal will be paid when due by the City to DTC, then paid by DTC to the Participants and thereafter paid by the Participants to the Beneficial Owners.

Section 5. The Bonds shall be in substantially the following form:

(Form of Bond)

UNITED STATES OF AMERICA
STATE OF IOWA COUNTIES OF DUBUQUE AND DELAWARE
CITY OF DYERSVILLE

GENERAL OBLIGATION CORPORATE PURPOSE AND REFUNDING BOND, SERIES 2011

No. _____ $_____

RATE	MATURITY DATE	BOND DATE	CUSIP
____%	June 1, _____	August 11, 2011	267687 _____

The City of Dyersville (the "City"), in Dubuque and Delaware Counties, State of Iowa, for value received, promises to pay on the maturity date of this Bond to

Cede & Co.
New York, New York

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 Bankers Trust Company, 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 June 1, 2012, 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 City 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. Interest shall be calculated on the basis of a 360-day year comprised of twelve 30-day months.

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 Corporate Purpose and Refunding Bonds, Series 2011 (the "Bonds") issued by the City to evidence its obligation under a certain loan agreement, dated as of August 11, 2011 (the "Loan Agreement"), entered into by the City for the purpose of paying the cost, to that extent, of constructing waterworks system, sanitary sewer system and street improvements and for the current refunding of the City's General Obligation Corporate Purpose Notes, Series 2003A, dated October 1, 2003.

The Bonds are issued pursuant to and in strict compliance with the provisions of Chapters 76 and 384 of the Code of Iowa, 2011, and all other laws amendatory thereof and supplemental thereto, and in conformity with a resolution of the City Council, adopted on July 18, 2011, authorizing and approving the Loan Agreement and providing for the issuance and securing the payment of the Bonds (the "Resolution"), and reference is hereby made to the Resolution and the Loan Agreement for a more complete statement as to the source of payment of the Bonds and the rights of the owners of the Bonds.

The City reserves the right to optionally prepay part or all of the principal of the Bonds maturing in each of the years 2020 to 2026, inclusive, prior to and in any order of maturity on June 1, 2019, or on any date thereafter upon terms of par and accrued interest.

If less than all of the Bonds of any like maturity are to be redeemed, the particular part of those Bonds to be redeemed shall be selected by the Registrar by lot. The Bonds may be called in part in one or more units of $5,000. If less than the entire principal amount of any 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 Bond, a new Bond or Bonds, in any authorized denomination, in a total aggregate principal amount equal to the unredeemed balance of the original Bond. Notice of such redemption as aforesaid identifying the Bond or 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 City's registration books not less than 30 nor more than 60 days prior to such redemption date. All of such Bonds as to which the City 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 City 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 City, 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 City, 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 City for the payment of the principal of and interest on this Bond as the same will respectively become due; that the faith, credit, revenues and resources and all the real and personal property of the City are irrevocably pledged for the prompt payment hereof, both principal and interest; and that the total

indebtedness of the City, including this Bond, does not exceed any constitutional or statutory limitations.

IN TESTIMONY WHEREOF, the City of Dyersville, Iowa, by its City Council, has caused this Bond to be executed with the duly authorized facsimile signature of its Mayor and attested with the duly authorized facsimile signature of its City Clerk, as of August 11, 2011.

CITY OF DYERSVILLE, IOWA

By (DO NOT SIGN)
Mayor

Attest:

(DO NOT SIGN)
City Clerk

Registration Date: (Registration Date)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolution.

BANKERS TRUST COMPANY
Des Moines, Iowa
Registrar

By (Authorized Signature)
Authorized Officer

ABBREVIATIONS

The following abbreviations, when used in this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	-	as tenants in common	UTMA	_____ (Custodian)
TEN ENT	-	as tenants by the entireties	As Custodian for	_____ (Minor)
JT TEN	-	as joint tenants with right of survivorship and not as tenants in common	under Uniform Transfers to Minors Act	_____ (State)

Additional abbreviations may also be used though not in the list above.

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 6. The Bonds shall be executed as herein provided as soon after the adoption of this resolution as may be possible, and thereupon they shall be delivered to the Registrar for registration, authentication and delivery to or on behalf of the Purchaser, upon receipt of the loan proceeds, and all action heretofore taken in connection with the Loan Agreement is hereby ratified and confirmed in all respects.

A portion of the proceeds ($222,360.88) (the "Refunding Proceeds") received from the sale of the Bonds shall be deposited into the Debt Service Fund and used to carry out the Refunding within 90-days of August 11, 2011. The remainder of the proceeds (the "Project Proceeds") received from the sale of the Bonds shall be deposited in a dedicated fund (the "Project Fund"), which is hereby created, to be used for the payment of (1) costs of the planning, designing, acquisition, undertaking and construction of the Projects; (2) costs of issuance of the Bonds; and (3) to the extent that Proceeds remain after the full payment of the costs set forth in (1) and (2), such Proceeds shall be transferred to the Debt Service Fund for the payment of interest on the Bonds.. The City shall keep a detailed and segregated accounting of the expenditure of, and investment earnings on, the Project Proceeds and the Refunding Proceeds to ensure compliance with the requirements of the Internal Revenue Code, as hereinafter defined.

Section 7. For the purpose of providing for the levy and collection of a direct annual tax sufficient to pay the principal of and interest on the Bonds as the same become due, there is hereby ordered levied on all the taxable property in the City in each of the years while the Bonds 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 City the following direct annual tax for collection in each of the following fiscal years:

For collection in the fiscal year beginning July 1, 2012, sufficient to produce the net annual sum of $199,313;

For collection in the fiscal year beginning July 1, 2013, sufficient to produce the net annual sum of $197,913;

For collection in the fiscal year beginning July 1, 2014, sufficient to produce the net annual sum of $196,373;

For collection in the fiscal year beginning July 1, 2015, sufficient to produce the net annual sum of $199,553;

For collection in the fiscal year beginning July 1, 2016, sufficient to produce the net annual sum of $202,233;

For collection in the fiscal year beginning July 1, 2017, sufficient to produce the net annual sum of $204,233;

For collection in the fiscal year beginning July 1, 2018, sufficient to produce the net annual sum of $205,745;

For collection in the fiscal year beginning July 1, 2019, sufficient to produce the net annual sum of $206,745;

For collection in the fiscal year beginning July 1, 2020, sufficient to produce the net annual sum of $207,208;

For collection in the fiscal year beginning July 1, 2021, sufficient to produce the net annual sum of $207,278;

For collection in the fiscal year beginning July 1, 2022, sufficient to produce the net annual sum of $211,853;

For collection in the fiscal year beginning July 1, 2023, sufficient to produce the net annual sum of $210,840;

For collection in the fiscal year beginning July 1, 2024, sufficient to produce the net annual sum of $214,380;

For collection in the fiscal year beginning July 1, 2025, sufficient to produce the net annual sum of $212,380.

Section 8. A certified copy of this resolution shall be filed with the County Auditors of Dubuque and Delaware Counties, and the County Auditors are hereby instructed to enter for collection and assess the tax hereby authorized. When annually entering such taxes for collection, the County Auditors shall include the same as a part of the tax levy for Debt Service Fund purposes of the City and when collected, the proceeds of the taxes shall be converted into the Debt Service Fund of the City 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 Bonds hereby authorized and for no other purpose whatsoever. Any amount received by the City as accrued interest on the Bonds shall be deposited into such special account and used to pay interest due on the Bonds on the first interest payment date.

Pursuant to the provisions of Section 76.4 of the Code of Iowa, each year while the Bonds remain outstanding and unpaid, any funds of the City 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 Bonds as the same become due, and if so appropriated, the taxes for any given fiscal year as provided for in Section 7 of this Resolution, shall be reduced by the amount of such alternate funds as have been appropriated for said purpose and evidenced in the City's budget.

Section 9. The interest or principal and both of them falling due in any year or years shall, if necessary, be paid promptly from current funds on hand 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.

The City hereby pledges the faith, credit, revenues and resources and all of the real and personal property of the City for the full and prompt payment of the principal of and interest on the Bonds.

Section 10. It is the intention of the City that interest on the 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 City 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 Bonds will remain excluded from gross income for federal income tax purposes. Any and all of the officers of the City are hereby authorized and directed to take any and all actions as may be necessary to comply with the covenants herein contained.

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

Section 11. 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 Bonds, the City will execute and deliver a Continuing Disclosure Certificate pursuant to which the City will undertake to comply with the Rule. The City 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 City 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 12. Wells Fargo Bank Iowa, N.A., Des Moines, Iowa, as Registrar and Paying Agent for the Callable 2003A Notes is hereby authorized to take all action necessary to call the Callable 2003 Notes for early redemption on August 15, 2011 (the "Redemption Date"), or as soon as possible thereafter, and is further authorized and directed to give notice of such redemption by sending notice to each of the registered owners of the Callable 2003A Notes to be redeemed at the addresses shown on the City's registration books.

Section 13. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Passed and approved July 18, 2011.

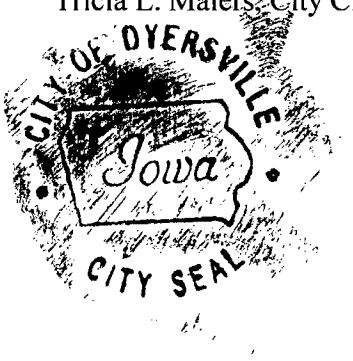
James A. Heavens

James A. Heavens, Mayor

Attest:

Tricia L. Maiers

Tricia L. Maiers, City Clerk



STATE OF IOWA, COUNTY OF DUBUQUE, ss:

On this JULY 18, 2011, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared James A. Heavens and Tricia L. Maiers, to me personally known, who, being by me duly sworn, did say that they are the Mayor and City Clerk, respectively, of the City of Dyersville, Iowa; a municipal corporation; that the seal affixed to the foregoing instrument is the corporate seal of the corporation, and that the instrument was signed and sealed on behalf of the corporation, by authority of its City Council, as contained in Resolution No. 40-11 of the City Council on the 18th day of July, 2011; and James A. Heavens and Tricia L. Maiers acknowledged the execution of the instrument to be their voluntary act and deed and the voluntary act and deed of the corporation, by it voluntarily executed.

Lori A Panton

Notary Public in and for said State.

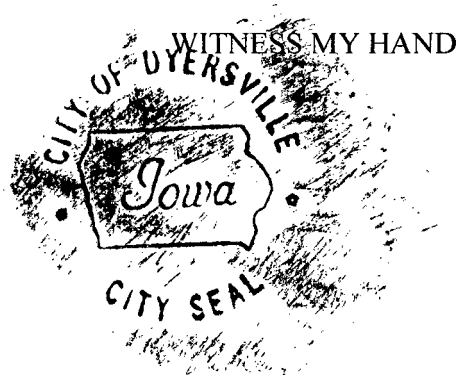
LORI A. PANTON
Commission Number 722208
My Commission Expires
5/2/12

STATE OF IOWA
COUNTIES OF DUBUQUE AND DELAWARE SS:
CITY OF DYERSVILLE

I, the undersigned, City Clerk of the City of Dyersville, do hereby certify that as such City Clerk I have in my possession or have access to the complete corporate records of the City and of its Council and officers and that I have carefully compared the transcript hereto attached with those corporate records and that the transcript hereto attached is a true, correct and complete copy of all the corporate records in relation to the adoption of a resolution authorizing a certain Loan Agreement and providing for the issuance of $2,465,000 General Obligation Corporate Purpose and Refunding Bonds, Series 2011 of the City evidencing the City's obligation under the Loan Agreement and that the transcript hereto attached contains a true, correct and complete statement of all the measures adopted and proceedings, acts and things had, done and performed up to the present time with respect thereto.

I further certify that no appeal has been taken to the District Court from the decision of the City Council to enter into the Loan Agreement, to issue the Bonds or to levy taxes to pay the principal of and interest on the Bonds.

WITNESS MY HAND this 18th day of July, 2011.



Tricia L. Maiers

Tricia L. Maiers, City Clerk

STATE OF IOWA, COUNTY OF DUBUQUE, ss:

On this JULY 18, 2011, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Tricia L. Maiers, to me personally known, who, being by me duly sworn, did say that she is City Clerk, of the City of Dyersville, Iowa; a municipal corporation; that the seal affixed to the foregoing instrument is the corporate seal of the corporation, and that the instrument was signed and sealed on behalf of the corporation, by authority of its City Council, as contained in Resolution No. 40-11 of the City Council on the 18th day of July, 2011; and Tricia L. Maiers acknowledged the execution of the instrument to be her voluntary act and deed and the voluntary act and deed of the corporation, by it voluntarily executed.

Lori A. Panton

Notary Public in and for said State.

