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MICHELLE UTSLER
RECORDER
MADISON COUNTY, IOWA

Mark Nitchals 101 E Jefferson, Winterset IA 50273 (515) 462-1422

CERTIFICATION

The undersigned, the duly appointed and acting City Administrator of the City of Winterset, Iowa, does hereby certify the following described documents as true and authentic copies of the official records in the custody of the Office of City Administrator of the City of Winterset, Iowa:

1. Resolution on the City of Winterset, Iowa proposing the sale and conveyance of real property to the Robertshaw Controls Company and setting public hearing on the proposal;
2. Notice of Hearing on proposed sale and conveyance of real property to the Robertshaw Controls Company;
3. Resolution approving the sale and conveyance of the real property to the Robertshaw Controls Company;
4. Affidavit of Publication with enclosure from the Madisonian newspaper.

The undersigned does further certify that the Notice of Hearing was duly and timely published in the Madisonian, a newspaper of general circulation within the City of Winterset, Iowa, and Madison County, Iowa in accordance with the Affidavit attached hereto.

Dated on this 6th day of April, 1999, at Winterset, Iowa.



Mark Nitchals
Mark Nitchals
City Administrator
City of Winterset, Iowa

RESOLUTION 99-31

RESOLUTION PROPOSING THE SALE AND CONVEYANCE TO
ROBERTSHAW CONTROLS COMPANY OF REAL ESTATE PURSUANT TO
PURCHASE OPTION IN LEASE AGREEMENT, DATED SEPTEMBER 1, 1989.

WHEREAS, the City proposes to sell and convey to the Robertshaw Controls Company the real estate legally described as:

Lot One (1) of Bellamy Addition, Plat No. 1, to the City of Winterset, Madison County, Iowa.

WHEREAS, Iowa Code Section 364.7 requires a public hearing on the proposal prior to being placed on final passage;

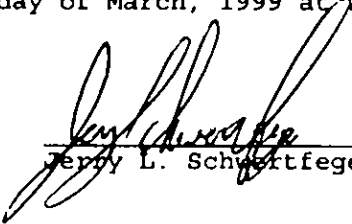
WHEREAS, Iowa Code Section 362.3 requires published Notice to be made on the time, date and place of such public hearing.

NOW, THEREFORE, BE IT RESOLVED by the City Council of Winterset, Iowa that the Proposal is hereby made to sell and convey to the Robertshaw Controls Company pursuant to the purchase option contained in the lease agreement, dated September 1, 1989, between the City as Landlord and EAC Technologies Corp. as Tenant the real estate legally described above;

BE IT FURTHER RESOLVED that a public hearing before the City Council on this proposal shall be held on the 5th day of April, 1999 at 7:00 o'clock P.M., Central Standard Time, at the City Hall in Winterset, Madison County, Iowa.

BE IT FURTHER RESOLVED that the City Administrator be and is hereby authorized and directed to give Notice of such public hearing as by law required.

Passed and approved on this 15th day of March, 1999 at Winterset, Iowa.



Jerry L. Schertfeger, Mayor

ATTEST:



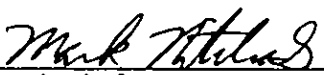
Mark Nitchals, City Administrator

NOTICE OF HEARING ON PROPOSED
SALE AND CONVEYANCE OF REAL ESTATE

You are hereby notified that a public hearing before the City Council of Winterset, Iowa will be held on the 5th day of April, 1999, at 7:00 o'clock p.m., Central Standard Time, at the City Hall in Winterset, Madison County, Iowa, on the proposed sale and conveyance to Robertshaw Controls Company pursuant to the purchase option contained in the Lease Agreement, dated September 1, 1989, between the City as Landlord and EAC Technologies Corp. as Tenant of the real estate legally described as:

Lot One (1) of Bellamy Addition, Plat No. 1, to the City of Winterset, Madison County, Iowa.

Any interested person is invited to appear and be heard at the public hearing on the time, date and place described above to offer objections or comments to the City Council on the proposal, if any, you may have.



Mark Nitchals
City Administrator
City of Winterset, Iowa

RESOLUTION 99-33

RESOLUTION APPROVING SALE AND CONVEYANCE OF REAL ESTATE

WHEREAS, the City Council of Winterset, Iowa has proposed the sale and conveyance to the Robertshaw Controls Company pursuant to the purchase option contained in the Lease Agreement, dated September 1, 1989, with the City as the Landlord and EAC Technologies Corp. as the Tenant of the real estate legally described as:

Lot One (1) of Bellamy Addition, Plat No. 1, to the City of Winterset, Madison County, Iowa.

WHEREAS, the Council has fixed Notice of public hearing on the proposal;

WHEREAS, the City Administrator has published Notice of the hearing in the Madisonian, which is a newspaper of general circulation within Madison County, Iowa at least four (4) days but not more than twenty (20) days prior to the date of hearing as shown by the Affidavit of Publication on file with the City Administrator;

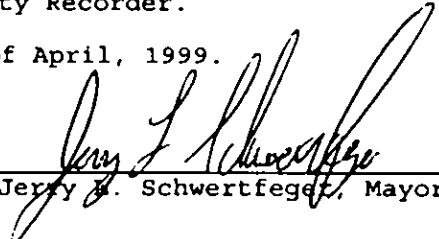
WHEREAS, the public hearing has been held and all interested persons have been heard on the proposal;

NOW, THEREFORE, BE IT RESOLVED AND ORDERED that the sale and conveyance to the Robertshaw Controls Company of the real estate legally described above within Winterset, Madison County, Iowa be and is hereby approved, ratified and confirmed in all respects.

BE IT FURTHER RESOLVED that the Mayor and City Administrator be and are hereby authorized and directed to do all things reasonably necessary to complete this transaction as proposed.

BE IT FURTHER RESOLVED that the City Administrator shall file a true copy of these proceedings with the Madison County Recorder.

Passed and Approved on this 5th day of April, 1999.



Jerry E. Schwertfege, Mayor

ATTEST:



Mark Nitchals, City Administrator

AFFIDAVIT OF PUBLICATION

STATE OF IOWA
SS.
Madison County

TED GORMAN BEING DULY SWORN
SAYS HE IS PUBLISHER OF THE
WINTERSET MADISONIAN, a once weekly
newspaper of general circulation,
published in Winterset, Iowa, and that
the notice, a copy which is annexed and
made part hereof, was correctly published
in said newspaper

**NOTICE OF HEARING ON PROPOSED
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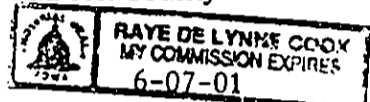
Mark J. Nitchals
City Administrator
City of Winterset, Iowa

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for the period of one consecutive
weeks, the last publication thereof being
on the 31st day of March, 1999.

Ted Gorman
Subscribed and sworn to before me this
31st day of March, 1999.

[Signature]
NOTARY PUBLIC
In and for Madison County



Fee \$ 9.91