

**RESOLUTION NO. #2019-17**

**Resolution consenting to assignment of Trustee Agent Agreements; Escrow Agent Agreements; and/or Paying Agent and Registrar and Transfer Agent Agreements**

**WHEREAS, the Board of Supervisors of Clay County, Iowa (the “County”), has adopted certain resolutions (the “Resolutions”) duly authorizing and providing for the issuance of certain bonds, notes or other obligations (collectively, the “Outstanding Obligations”); and**

WHEREAS, pursuant to the Resolutions, the County appointed Bankers Trust Company, Des Moines, Iowa (“Bankers Trust”), as the registrar and paying agent for the Outstanding Obligations and approved the execution of Paying Agent and Registrar and Transfer Agent Agreements with Bankers Trust with respect to the Outstanding Obligations; and

WHEREAS, in connection with the issuance of certain Outstanding Obligations, the County may have also entered into certain Trustee Agent Agreements and/or Escrow Agent Agreements with Bankers Trust; and

WHEREAS, UMB Bank, n.a. (“UMB”) will acquire the corporate trust business of Bankers Trust, and any existing Trustee Agent Agreements; Escrow Agent Agreements; and Paying Agent and Registrar and Transfer Agent Agreements (collectively, such Agreements are hereinafter referred to as the “Agreements”) between the County and Bankers Trust will be assigned by Bankers Trust to UMB; and

WHEREAS, Bankers Trust and UMB have requested that the County consent to the assignment of the Agreements;

NOW, THEREFORE, It Is Resolved by the Board of Supervisors of Clay County, Iowa, as follows:

**Section 1. The County hereby consents to the assignment of the Agreements from Bankers Trust to UMB. The Chairperson and the County Auditor are hereby authorized to execute such documents as may be necessary to carry out the assignment of the Agreements, including the “Acknowledgment to Assignment” that has been prepared by Bankers Trust and presented to the County.**

Section 2. The effective date of the assignment of the Agreements shall be as set forth in the Acknowledgment to Assignment.

Section 3. To the extent that the County has continuing disclosure requirements pursuant to Rule 15c2-12 of the Securities Exchange Act relative to the Outstanding

Obligations, the County will cause a notice of the assignment of the Agreements to be posted on the MSRB Electronic Municipal Market Access (EMMA).

Section 4. All resolutions or parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

The above and foregoing resolution was adopted by the Board of Supervisors of Clay County, Iowa, this 21<sup>st</sup> day of May, 2019 and the vote thereon being as follows:

AYES: Anderson, Hamrick, Matthews, Skelton, Swanson.

NAYES: None.

/s/Randy Swanson, Chairperson, Clay County Board of Supervisors

ATTEST: /s/Marjorie A. Pitts, County Auditor