

ITEMS TO INCLUDE ON AGENDA

LINN-MAR COMMUNITY SCHOOL DISTRICT

\$10,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025

- Resolution Appointing Paying Agent, Bond Registrar, and Transfer Agent, Approving the Paying Agent, Bond Registrar and Transfer Agent Agreement and Authorizing the Execution of Same.
- Approval of Tax Exemption Certificate.
- Approval of Continuing Disclosure Certificate.
- Resolution Authorizing the Terms of Issuance and Providing for and Securing the Payment of School Infrastructure Sales, Services and Use Tax Revenue Bonds.

**NOTICE MUST BE GIVEN PURSUANT TO IOWA CODE
CHAPTER 21 AND THE LOCAL RULES OF THE SCHOOL
DISTRICT.**

June 9, 2025

The Board of Directors of the Linn-Mar Community School District, State of Iowa, met in
_____ **open** _____ session, in the Board Room, Educational Leadership Center, 3556 Winslow
Road, Marion, Iowa, at 5:00 P.M., on the above date. There were present President
_____, in the chair, and the following named Board Members:

Absent: _____

Vacant: _____

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Board Member _____ introduced the following Resolution entitled "RESOLUTION APPOINTING PAYING AGENT, BOND REGISTRAR, AND TRANSFER AGENT, APPROVING THE PAYING AGENT, BOND REGISTRAR AND TRANSFER AGENT AGREEMENT AND AUTHORIZING THE EXECUTION OF SAME" and moved its adoption. Board Member _____ seconded the motion to adopt. The roll was called, and the vote was:

AYES: _____

NAYS: _____

The President declared the Resolution adopted.

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Board Member _____ moved that the form of Tax Exemption Certificate be placed on file and approved. Board Member _____ seconded the motion. The roll was called, and the vote was:

AYES: _____

NAYS: _____

The President declared the Motion adopted.

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Board Member _____ moved that the form of Continuing Disclosure Certificate be placed on file and approved. Board Member _____ seconded the motion. The roll was called, and the vote was:

AYES: _____

NAYS: _____

The President declared the Motion adopted.

* * * * *

Board Member _____ introduced the following Resolution entitled "RESOLUTION AUTHORIZING AND PROVIDING FOR THE TERMS OF ISSUANCE AND SECURING THE PAYMENT OF \$10,000,000 SCHOOL INFRASTRUCTURE SALES, SERVICES AND USE TAX REVENUE BONDS, SERIES 2025, OF THE LINN-MAR COMMUNITY SCHOOL DISTRICT, STATE OF IOWA, UNDER THE PROVISIONS OF CHAPTER 423F OF THE CODE OF IOWA, AND PROVIDING FOR A METHOD OF PAYMENT OF SAID BONDS," and moved its adoption. Board Member _____ seconded the motion to adopt. The roll was called, and the vote was:

AYES: _____

NAYS: _____

The President declared the Resolution adopted.

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RESOLUTION APPOINTING PAYING AGENT, BOND REGISTRAR, AND
TRANSFER AGENT, APPROVING THE PAYING AGENT, BOND
REGISTRAR AND TRANSFER AGENT AGREEMENT AND AUTHORIZING
THE EXECUTION OF SAME

WHEREAS, pursuant to the provisions of Iowa Code Chapter 423F, \$10,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025 (the "Bonds"), dated June 24, 2025, have been sold and action should now be taken to provide for the maintenance of records, registration of Bonds and payment of principal and interest in connection with the issuance of the Bonds; and

WHEREAS, this Board has deemed that the services offered by UMB Bank, N.A. of West Des Moines, Iowa, are necessary for compliance with rules, regulations, and requirements governing the registration, transfer and payment of registered Bonds; and

WHEREAS, a Paying Agent, Bond Registrar and Transfer Agent Agreement (hereafter "Agreement") has been prepared to be entered into between the School Board and UMB Bank, N.A.:

NOW, THEREFORE, IT IS RESOLVED BY THE BOARD OF DIRECTORS OF THE LINN-MAR COMMUNITY SCHOOL DISTRICT:

Section 1. That UMB Bank, N.A. of West Des Moines, Iowa, is appointed to serve as Paying Agent, Bond Registrar, and Transfer Agent in connection with the issuance of \$10,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025, dated June 24, 2025.

Section 2. That the Agreement with UMB Bank, N.A. of West Des Moines, Iowa, is approved and that the President and Secretary of the Board of Directors are authorized to sign the Agreement on behalf of the School District.

PASSED AND APPROVED this 9th day of June, 2025.

President of the Board of Directors

ATTEST:

Secretary of the Board of Directors

RESOLUTION AUTHORIZING AND PROVIDING FOR THE TERMS OF
ISSUANCE AND SECURING THE PAYMENT OF \$10,000,000 SCHOOL
INFRASTRUCTURE SALES, SERVICES AND USE TAX REVENUE BONDS,
SERIES 2025, OF THE LINN-MAR COMMUNITY SCHOOL DISTRICT,
STATE OF IOWA, UNDER THE PROVISIONS OF CHAPTER 423F OF THE
CODE OF IOWA, AND PROVIDING FOR A METHOD OF PAYMENT OF
SAID BONDS

WHEREAS, pursuant to Iowa Code Chapter 423F, the Board of Directors of the Linn-Mar Community School District, State of Iowa, (the "Issuer" or "School District") is currently entitled to receive proceeds of a statewide sales, services and use tax for school infrastructure, the revenue from which is deposited into the State Secure an Advanced Vision for Education Fund and distributed to the Issuer pursuant to Iowa Code Section 423F.2, as amended, and which taxes are and will continue to be collected as set forth therein and said School Infrastructure Tax Revenues (as hereinafter defined) are available for the payment of revenue bonds, subject to the following premises; and

WHEREAS, pursuant to Iowa Code Chapter 423F, and an election approving the Revenue Purpose Statement duly held in accordance therewith on November 5, 2019, the Board of Directors of the Linn-Mar Community School District, State of Iowa, is currently entitled to spend School Infrastructure Tax Revenues for "school infrastructure" purposes; and

WHEREAS, the School District has complied with the provisions of Iowa Code Section 423F.4 by holding a public hearing on November 20, 2023, with notice published not less than ten nor more than twenty days ahead of that hearing, and did not receive a petition requesting an election on the question of issuing the Bonds; and

WHEREAS, to construct, build, furnish, and equip a performance arts center is hereby found and declared to be an eligible "school infrastructure project" within the meaning of the Revenue Purpose Statement approved by the electors of the Issuer, and the designated portion of the School Infrastructure Tax Revenues to be used for such projects shall be allocated first to the repayment of any Outstanding Bonds (as hereinafter defined) and School Infrastructure Sales, Services and Use Tax Revenue Bonds issued for the purposes of the Project (as hereinafter defined) and maintaining a reserve therefor; and

WHEREAS, Issuer proposes to issue its School Infrastructure Sales Services and Use Tax Revenue Bonds, Series 2025, in the amount of \$10,000,000 (the "Bonds") for the purpose of defraying the costs of the Project, and to pay costs of issuance and to fund a reserve fund related thereto; and

WHEREAS, in the Prior Bond Resolutions (as hereinafter defined) authorizing the issuance of the Outstanding Bonds (as hereinafter defined), it is provided that additional School Infrastructure Sales, Services and Use Tax Revenue Bonds may be issued on a parity with the Outstanding Bonds, provided that there has been procured and placed on file with the Secretary of the Board of Directors, a statement complying with the conditions and limitations therein imposed upon the issuance of said Parity Bonds; and

WHEREAS, a statement of Piper Sandler & Co., not in the regular employ of the Issuer, has been or will be placed on file in the office of the Secretary of the Board of Directors, showing the conditions and limitations of said Prior Bond Resolutions with regard to the sufficiency of School Infrastructure Tax Revenues to permit the issuance of additional School Infrastructure Sales, Services and Use Tax Revenue Bonds ranking on a parity with the Outstanding Bonds to have been met and satisfied as required by the Prior Bond Resolution(s) (as hereinafter defined); and

WHEREAS, pursuant to the provisions of Iowa Code Chapter 423F, the above-mentioned Bonds were authorized to be issued and sold and action should now be taken to issue the Bonds conforming to the terms and conditions of the best bid received at the sale.

NOW, THEREFORE, IT IS RESOLVED BY THE BOARD OF DIRECTORS OF THE LINN-MAR COMMUNITY SCHOOL DISTRICT IN THE COUNTY OF LINN, STATE OF IOWA:

Section 1. Definitions. The following terms with or without capitalization shall have the following meanings in this Resolution unless the text expressly or by necessary implication requires otherwise:

- "Act" shall mean Iowa Code Chapter 423F, as from time to time amended and supplemented.
- "Additional Bonds" shall mean any obligations payable from School Infrastructure Tax Revenues, including the Bonds and any Parity Bonds issued in accordance with the provisions of this Resolution.
- "Authorized Denominations" shall mean \$5,000 or any integral multiple thereof.
- "Beneficial Owner" shall mean the person in whose name such Bond is recorded as the beneficial owner of a Bond by a Participant on the records of such Participant or such person's subrogee.
- "Bond Proceeds" shall mean the amount actually received from the sale of the Bonds and paid to the Issuer on the Closing Date.
- "Bond(s)" shall mean \$10,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025, authorized to be issued by this Resolution.
- "Cede & Co." shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.
- "Closing Date" shall mean the date of the delivery of the Bonds in exchange for the agreed upon purchase price.

- "Continuing Disclosure Certificate" shall mean that certain Continuing Disclosure Certificate executed by the Issuer and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

- "Debt Service Fund" shall mean the Sinking Fund.

- "Depository Bonds" shall mean the Bonds as issued in the form of one global certificate for each maturity, registered in the Registration Books maintained by the Registrar in the name of DTC or its nominee.

- "DTC" shall mean The Depository Trust Company, New York, New York, a limited purpose trust company, or any successor book-entry securities depository appointed for the Bonds.

- "Economic Refunding" shall mean the sale and issuance of refunding bonds issued to discharge and satisfy all or a part of the Bonds or the Outstanding Bonds in accordance with Section 20 of this Resolution, and to pay costs of issuance. The refunding must (i) produce annual debt service on the refunding bonds not greater than the total (remaining) debt service on the refunded bonds; (ii) shall not have a payment in any Fiscal Year (through maturity of the new bonds) that is greater than the payment on the Bonds or Outstanding Bonds being refunded, and (iii) shall not extend the final maturity of the refunded bonds.

- "Fiscal Year" shall mean the twelve-month period beginning on July 1 of each year and ending on the last day of June of the following year, or any other consecutive twelve-month period adopted by the Governing Body or by law as the official accounting period of the Issuer. Requirements of a Fiscal Year as expressed in this Resolution shall exclude any payment of principal or interest falling due on the first day of the Fiscal Year and include any payment of principal or interest falling due on the first day of the succeeding Fiscal Year, except to the extent of any conflict with the terms of the Outstanding Bonds while the same remain outstanding.

- "Governing Body" shall mean the Board of Directors of the School District.

- "Independent Auditor" shall mean an independent firm of Certified Public Accountants, an independent financial consultant, placement agent, Municipal Advisor, or the Auditor of State.

- "Issuer" and "School District" shall mean the Linn-Mar Community School District, county of Linn, State of Iowa.

- "Original Purchaser" shall mean BOK Financial Securities, Inc., Milwaukee, Wisconsin.

- "Outstanding Bonds" shall mean the \$26,865,000 School Infrastructure Sales, Services and Use Tax Revenue Refunding Bonds, Series 2021 dated August 24,

2021 ("Series 2021 Bonds"), issued in accordance with the Prior Bond Resolution, of which \$20,965,000 of the bonds are still outstanding and unpaid and remain a lien on the School Infrastructure Tax Revenues; the \$14,750,000 School Infrastructure Sales, Services and Use Tax Revenue Refunding Bonds, Series 2022 dated June 22, 2022 ("Series 2022 Bonds"), issued in accordance with the Prior Bond Resolution, of which \$11,050,000 of the bonds are still outstanding and unpaid and remain a lien on the School Infrastructure Tax Revenues; the \$15,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2023 dated March 21, 2023 ("Series 2023 Bonds"), issued in accordance with the Prior Bond Resolution, of which \$12,900,000 of the bonds are still outstanding and unpaid and remain a lien on the School Infrastructure Tax Revenues; and the \$16,365,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2024 dated June 5, 2024 ("Series 2024 Bonds"), issued in accordance with the Prior Bond Resolution, all of which of the bonds are still outstanding and unpaid and remain a lien on the School Infrastructure Tax Revenues.

- "Parity Bonds" shall mean School Infrastructure Sales, Services and Use Tax Revenue bonds, notes or other obligations payable solely from the School Infrastructure Tax Revenues on an equal basis with the Outstanding Bonds and the Bonds herein authorized to be issued and shall include Outstanding Bonds, the Bonds, and Additional Bonds as authorized to be issued under the terms of this Resolution.

- "Participants" shall mean those broker-dealers, banks and other financial institutions for which DTC holds Bonds as securities depository.

- "Paying Agent" shall mean UMB Bank, N.A., or such successor as may be approved by Issuer as provided herein and who shall carry out the duties prescribed herein as Issuer's agent to provide for the payment of principal of and interest on the Bonds as the same shall become due.

- "Permitted Investments" shall mean any investments permitted in Iowa Code Chapter 12B or Section 12C.9. All interim investments must mature before the date on which the moneys are required for payment of principal and interest on the Bonds or project costs.

- "Prior Bond Resolution" shall mean, collectively, resolutions adopted by the Issuer on August 9, 2021 authorizing the issuance of the Series 2021 Bonds, adopted by the Issuer on May 23, 2022 authorizing the issuance of the Series 2022 Bonds, adopted by the Issuer on March 6, 2023 authorizing the issuance of the Series 2023 Bonds, and adopted by the Issuer on May 20, 2024 authorizing the issuance of the Series 2024 Bonds.

- "Project" shall mean a school infrastructure project as authorized by the electors at the election held November 5, 2019 and the Act, including to construct, build, furnish, and equip a performance arts center.

- "Project Fund" shall mean the fund required to be established by this Resolution for the deposit of the proceeds of the Bonds.

- "Rebate Fund" shall mean the rebate fund so defined in and established pursuant to the Tax Exemption Certificate and as provided in Section 21 of this Resolution.
- "Registrar" shall mean UMB Bank, N.A. of West Des Moines, Iowa, or such successor as may be approved by Issuer as provided herein and who shall carry out the duties prescribed herein with respect to maintaining a register of the owners of the Bonds. Unless otherwise specified, the Registrar shall also act as Transfer Agent for the Bonds.
- "Representation Letter" shall mean the Blanket Issuer Letter of Representations executed and delivered by the Issuer to DTC on file with DTC.
- "Reserve Fund" shall mean the reserve fund established in Section 16 of this Resolution.
- "Reserve Fund Requirement" shall mean an amount equal to the lesser of (a) the maximum amount of the principal and interest coming due on the Bonds, the Series 2024 Bonds and any Additional Bonds secured by the Reserve Fund; (b) 10% of the stated principal amount of the Bonds, the Series 2024 Bonds and any Additional Bonds secured by the Reserve Fund (for issues with original issue discount the issue price as defined in the Tax Exemption Certificate shall be substituted for the stated principal amount) or (c) 125% of the average principal and interest coming due on the Bonds, the Series 2024 Bonds and any Additional Bonds secured by the Reserve Fund. For purposes of this definition: (1) "issue price" shall be substituted for "stated principal amount" for issues with original issue discount or original issue premium of more than a de minimus amount and (2) stated principal amount shall not include any portion of an issue refunded or advance refunded by a subsequent issue.
- "Revenue Fund" shall mean the revenue fund established in Section 16 of this Resolution.
- "School Infrastructure Tax" shall mean the School District's portion of the one percent (1%) sales, services and use tax imposed by the State of Iowa for school infrastructure purposes which must be deposited into the State Secure an Advanced Vision for Education Fund and distributed to the School District pursuant to Iowa Code Section 423F.2, as amended.
- "School Infrastructure Tax Revenues" shall mean all of the revenues received by the School District in each Fiscal Year from the imposition of the School Infrastructure Tax (including, without limitation, any revenues received by the School District from interest and penalties on delinquent collections of the School Infrastructure Tax).
- "Secretary" shall mean the Secretary of the Board of Directors of the School District, or such other officer of the successor Governing Body as shall be charged with substantially the same duties and responsibilities.

- "Sinking Fund" shall mean the sinking fund established in Section 16 of this Resolution.
- "State" shall mean the State of Iowa.
- "Tax Exemption Certificate" shall mean the Tax Exemption Certificate executed by the Treasurer and delivered at the time of issuance and delivery of the Bonds.
- "Treasurer" shall mean the Treasurer of the School District or such other officer as shall succeed to the same duties and responsibilities with respect to the recording and payment of the Bonds issued hereunder.
- "Yield Restricted" shall mean any amount required to be invested at a yield that is not materially higher than the yield on the Bonds under Section 148(a) of the Internal Revenue Code or regulations issued thereunder.

Section 2. Authority. The Bonds authorized by this Resolution shall be issued pursuant to Iowa Code Chapter 423F and be in compliance with all applicable provisions of the Constitution and laws of the State of Iowa.

The Bond Insurer is approved, and the President and the Board Secretary (or their acting designees) are hereby authorized to execute and deliver any and all required commitments, agreements, documents and instruments required related to issuance of municipal bond insurance related to the Bonds.

Section 3. Authorization and Purpose. There shall be issued negotiable, serial, fully registered, School Infrastructure Sales, Services and Use Tax Revenue Bonds of the Linn-Mar Community School District, in the of County of Linn, State of Iowa, in the aggregate amount of \$10,000,000 for the purpose of paying costs of the Project and costs of issuance.

Section 4. Source of Payment. The Bonds herein authorized, the Outstanding Bonds and the Parity Bonds, together with the interest thereon shall be payable solely and only from the School Infrastructure Tax Revenues, both of which are pledged to the payment thereof, and shall be a first lien on the future School Infrastructure Tax Revenues received by the School District under the Act. The Bonds shall not be general obligations of the Issuer nor shall the Issuer's full faith and credit and taxing power be pledged to the payment thereof. The Issuer is not obligated to levy any ad valorem taxes nor to expend any moneys of the Issuer to pay the Bonds, except the School Infrastructure Tax Revenues pledged under this Resolution. The Issuer shall be in no manner liable by reason of the failure of the School Infrastructure Tax Revenues to be sufficient for the payment of the Bonds.

Section 5. Bond Details. School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025 of the School District in the amount of \$10,000,000 are issued pursuant to the provisions of Iowa Code Chapter 423F for the aforesaid purposes, and the provisions of a subsequent purchase agreement which is approved and made a part hereof by reference. The Bonds shall be designated "SCHOOL INFRASTRUCTURE SALES, SERVICES AND USE TAX REVENUE BOND, SERIES 2025," be dated June 24, 2025, and bear interest from the date

thereof, until payment thereof, at the office of the Paying Agent, said interest payable on January 1, 2026 and semiannually thereafter on the 1st day of July and January in each year until maturity at the rates hereinafter provided.

The Bonds shall be executed by the manual or facsimile signature of the President and attested by the manual or facsimile signature of the Secretary, and shall be fully registered as to both principal and interest as provided in this Resolution; principal, interest and premium, if any shall be payable at the office of the Paying Agent by mailing of a check, wire, or electronic funds transfer to the registered owner of the Bond. The Bonds shall be in the denomination of \$5,000 or multiples thereof. Said Bonds shall mature and bear interest as follows:

Principal Amount	Interest Rate	Maturity July 1
\$1,395,000	5.000%	2026
1,515,000	5.000	2027
205,000	4.000	2031
240,000	4.000	2032
280,000	4.000	2033
630,000	4.000	2035
415,000	4.000	2036
590,000	4.000	2037
4,730,000	4.125	2038

Section 6. Optional Redemption. Bonds maturing after July 1, 2030, may be called for optional redemption by the Issuer on that date, and on any date thereafter and paid before maturity from any funds regardless of the source, in whole or from time to time in part, in any order of maturity and within an annual maturity by lot by giving thirty days' written notice of redemption to the registered owner of the Bond at the address shown on the books of the Registrar. Failure to give such written notice to any registered owner of the Bonds or any defect therein shall not affect the validity of any proceedings for the redemption of the Bonds. The terms of redemption will be par, plus accrued interest to date of call. Written notice will be deemed completed upon transmission to the owner of record of the Bond.

If less than all of a maturity is called for redemption, the Issuer will direct the Registrar to notify DTC of the particular amount of such maturity to be redeemed prior to maturity. DTC will determine by lot the amount of each Participant's interest in such maturity to be redeemed and each Participant will then select by lot the beneficial ownership interests in such maturity to be redeemed. If DTC is no longer providing services with respect to the Bonds, the Registrar shall by random selection of the names of the registered owners of the entire annual maturity select the Bonds to be redeemed until the total amount of Bonds to be called has been reached. All prepayments shall be at a price of par plus accrued interest.

Section 7. Issuance of Bonds in Book-Entry Form; Replacement Bonds.

a) Notwithstanding the other provisions of this Resolution regarding registration, ownership, transfer, payment and exchange of the Bonds, unless the Issuer determines to

permit the exchange of Depository Bonds for Bonds in the Authorized Denominations, the Bonds shall be issued as Depository Bonds in denominations of the entire principal amount of each maturity of Bonds (or, if a portion of said principal amount is prepaid, said principal amount less the prepaid amount); and such Depository Bonds shall be registered in the name of Cede & Co., as nominee of DTC. Payment of principal and of semi-annual interest for any Depository Bond shall be made by wire transfer or New York Clearing House or equivalent next day funds to the account of Cede & Co. on the interest and principal payment date for the Bonds at the address indicated in or pursuant to the Representation Letter.

b) With respect to Depository Bonds, neither the Issuer nor the Paying Agent shall have any responsibility or obligation to any Participant or to any Beneficial Owner. Without limiting the immediately preceding sentence, neither the Issuer nor the Paying Agent shall have any responsibility or obligation with respect to (i) the accuracy of the records of DTC or its nominee or of any Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any Participant, any Beneficial Owner or any other person, other than DTC or its nominee, of any notice with respect to the Bonds, (iii) the payment to any Participant, any Beneficial Owner or any other person, other than DTC or its nominee, of any amount with respect to the principal of, premium, if any, or interest on the Bonds, or (iv) the failure of DTC to provide any information or notification on behalf of any Participant or Beneficial Owner.

The Issuer and the Paying Agent may treat DTC or its nominee as, and deem DTC or its nominee to be, the absolute owner of each Bond for the purpose of payment of the principal of, premium, if any, and interest on such Bond, for the purpose of all other matters with respect to such Bond, for the purpose of registering transfers with respect to such Bonds, and for all other purposes whatsoever (except for the giving of certain Bondholder consents, in accordance with the practices and procedures of DTC as may be applicable thereto). The Paying Agent shall pay all principal of, premium, if any, and interest on the Bonds only to or upon the order of the Bondholders as shown on the Registration Books, and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to the principal of, premium, if any, and interest on the Bonds to the extent so paid. Notwithstanding the provisions of this Resolution to the contrary (including without limitation those provisions relating to the surrender of Bonds, registration thereof, and issuance in Authorized Denominations), as long as the Bonds are Depository Bonds, full effect shall be given to the Representation Letter and the procedures and practices of DTC thereunder, and the Paying Agent shall comply therewith.

c) Upon (i) a determination by the Issuer that DTC is no longer able to carry out its functions or is otherwise determined unsatisfactory, or (ii) a determination by DTC that the Bonds are no longer eligible for its depository services or (iii) a determination by the Paying Agent that DTC has resigned or discontinued its services for the Bonds, to the extent authorized by law, the Issuer shall (A) designate a satisfactory substitute depository as set forth below or, if a satisfactory substitute is not found, (B) provide for the exchange of Depository Bonds for replacement Bonds in Authorized Denominations.

d) If the Issuer determines to provide for the exchange of Depository Bonds for Bonds in Authorized Denominations, to the extent authorized by law, the Issuer shall so notify the Paying Agent and shall provide the Registrar with a supply of executed unauthenticated Bonds to be so exchanged. The Registrar shall thereupon notify the owners of the Bonds and provide for such exchange, and to the extent that the Beneficial Owners are designated as the transferee by the owners, the Bonds will be delivered in appropriate form, content and Authorized Denominations to the Beneficial Owners, as their interests appear.

e) Any substitute depository shall be designated in writing by the Issuer to the Paying Agent. Any such substitute depository shall be a qualified and registered "clearing agency" as provided in Section 17A of the Securities Exchange Act of 1934, as amended. The substitute depository shall provide for (i) immobilization of the Depository Bonds, (ii) registration and transfer of interests in Depository Bonds by book entries made on records of the depository or its nominee and (iii) payment of principal of, premium, if any, and interest on the Bonds in accordance with and as such interests may appear with respect to such book entries.

f) The execution and delivery of the Representation Letter to DTC by the Issuer is ratified and confirmed. The Representation Letter is on file with DTC and sets forth certain matters with respect to, among other things, notices, consents and approvals by Bondholders and payments on the Bonds.

Section 8. Registration of Bonds; Appointment of Registrar; Transfer; Ownership; Delivery; and Cancellation.

a) Registration. The ownership of Bonds may be transferred only by the making of an entry upon the books kept for the registration and transfer of ownership of the Bonds (the "Registration Books"), and in no other way. UMB Bank, N.A. of West Des Moines, Iowa is hereby appointed as Bond Registrar under the terms of this Resolution and under the provisions of a separate agreement with the Issuer filed herewith which is made a part hereof by this reference. The Registrar shall maintain the books of the Issuer for the registration of ownership of the Bonds and for the payment of principal of and interest on the Bonds as provided in this Resolution. All Bonds shall be negotiable as provided in Article 8 of the Uniform Commercial Code, subject to the provisions for registration and transfer contained in the Bonds and in this Resolution.

b) Transfer. The ownership of any Bond may be transferred only upon the Registration Books kept for the registration and transfer of Bonds and only upon surrender thereof at the office of the Registrar together with an assignment duly executed by the holder or his duly authorized attorney in fact in such form as shall be satisfactory to the Registrar, along with the address and social security number or federal employer identification number of such transferee (or, if registration is to be made in the name of multiple individuals, of all such transferees). In the event that the address of the registered owner of a Bond (other than a registered owner which is the nominee of the broker or dealer in question) is that of a broker or dealer, there must be disclosed on the Registration Books the information pertaining to the registered owner required above. Upon the transfer of

any such Bond, a new fully registered Bond, of any denomination or denominations permitted by this Resolution in aggregate principal amount equal to the unmatured and unredeemed principal amount of such transferred fully registered Bond, and bearing interest at the same rate and maturing on the same date or dates shall be delivered by the Registrar.

c) Registration of Transferred Bonds. In all cases of the transfer of the Bonds, the Registrar shall register, at the earliest practicable time, on the Registration Books, the Bonds, in accordance with the provisions of this Resolution.

d) Ownership. As to any Bond, the person in whose name the ownership of the same shall be registered on the Registration Books of the Registrar shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of the principal of any such Bonds and the premium, if any, and interest thereon shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond, including the interest thereon, to the extent of the sum or sums so paid.

e) Cancellation. All Bonds which have been redeemed shall not be reissued but shall be canceled by the Registrar. All Bonds which are canceled by the Registrar shall be destroyed and a certificate of the destruction thereof shall be furnished promptly to the Issuer; provided that if the Issuer shall so direct, the Registrar shall forward the canceled Bonds to the Issuer.

f) Non-Presentation of Bonds. In the event any payment check, wire, or electronic transfer of funds representing payment of principal of or interest on the Bonds is returned to the Paying Agent or if any bond is not presented for payment of principal at the maturity or redemption date, if funds sufficient to pay such principal of or interest on Bonds shall have been made available to the Paying Agent for the benefit of the owner thereof, all liability of the Issuer to the owner thereof for such interest or payment of such Bonds shall forthwith cease, terminate and be completely discharged, and thereupon it shall be the duty of the Paying Agent to hold such funds, without liability for interest thereon, for the benefit of the owner of such Bonds who shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his part under this Resolution or on, or with respect to, such interest or Bonds. The Paying Agent's obligation to hold such funds shall continue for a period equal to two years and six months following the date on which such interest or principal became due, whether at maturity, or at the date fixed for redemption thereof, or otherwise, at which time the Paying Agent shall surrender any remaining funds so held to the Issuer, whereupon any claim under this Resolution by the Owners of such interest or Bonds of whatever nature shall be made upon the Issuer.

Section 9. Reissuance of Mutilated, Destroyed, Stolen or Lost Bonds. In case any outstanding Bond shall become mutilated or be destroyed, stolen or lost, the Issuer shall at the request of Registrar authenticate and deliver a new Bond of like tenor and amount as the Bond so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Bond to Registrar, upon surrender of such mutilated Bond, or in lieu of and substitution for the Bond destroyed, stolen or lost, upon filing with the Registrar evidence satisfactory to the Registrar and

Issuer that such Bond has been destroyed, stolen or lost and proof of ownership thereof, and upon furnishing the Registrar and Issuer with satisfactory indemnity and complying with such other reasonable regulations as the Issuer or its agent may prescribe and paying such expenses as the Issuer may incur in connection therewith.

Section 10. Record Date. Payments of principal and interest, otherwise than upon full redemption, made in respect of any Bond, shall be made to the registered holder thereof or to their designated agent as the same appear on the books of the Registrar on the 15th day of the month preceding the payment date. All such payments shall fully discharge the obligations of the Issuer in respect of such Bonds to the extent of the payments so made. Upon receipt of the final payment of principal, the holder of the Bond shall surrender the Bond to the Paying Agent.

Section 11. Execution, Authentication and Delivery of the Bonds. Upon the adoption of this Resolution, the President and Secretary shall execute the Bonds by their manual or authorized signature and deliver the Bonds to the Registrar, who shall authenticate the Bonds and deliver the same to or upon order of the Original Purchaser. No Bond shall be valid or obligatory for any purpose or shall be entitled to any right or benefit hereunder unless the Registrar shall duly endorse and execute on such Bond a Certificate of Authentication substantially in the form of the Certificate herein set forth. Such Certificate upon any Bond executed on behalf of the Issuer shall be conclusive evidence that the Bond so authenticated has been duly issued under this Resolution and that the holder thereof is entitled to the benefits of this Resolution.

Section 12. Right to Name Substitute Paying Agent or Registrar. Issuer reserves the right to name a substitute, successor Registrar or Paying Agent upon giving prompt written notice to each registered bondholder.

Section 13. Form of Bond. Bonds shall be printed substantially in the form as follows:

(Form of Bond)

"Registered"

"Registered"

R-_____

\$ _____

**STATE OF IOWA
LINN-MAR COMMUNITY SCHOOL DISTRICT
COUNTY OF LINN
SCHOOL INFRASTRUCTURE SALES, SERVICES AND
USE TAX REVENUE BONDS, SERIES 2025**

<u>Rate</u>	<u>Maturity</u>	<u>Bond Date</u>	<u>CUSIP No.</u>
_____%	July 1, ____	June 24, 2025	_____

The Linn-Mar Community School District, in the County of Linn, State of Iowa, a school corporation organized and existing under and by virtue of the Constitution and laws of the State of Iowa (the "Issuer"), for value received, promises to pay from the source and as hereinafter provided, on the maturity date indicated above, to

CEDE & CO.

or registered assigns, the principal sum of **(PRINCIPAL AMOUNT WRITTEN OUT)** **THOUSAND DOLLARS** in lawful money of the United States of America, on the maturity date shown above, upon surrender at the designated office of UMB Bank, N.A. of West Des Moines, Iowa, Paying Agent of this issue, or successor with interest on the sum from the date hereof payable on January 1, 2026, and semiannually thereafter on the 1st day of July and January in each year.

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Issuer or its agent for registration of transfer, exchange or payment, and a certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to another entity as requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch the registered owner hereof, Cede & Co., has an interest.

Interest and principal shall be paid to the registered holder of the Bond as shown on the records of ownership maintained by the Registrar as of the 15th day of the month preceding such interest payment date. Interest shall be computed on the basis of a 360-day year of twelve 30-day months.

This Bond is issued pursuant to the provisions of Iowa Code Chapter 423F, as amended, for the purpose of paying costs of a School Infrastructure Project defined in and in conformity with the Act and to a Resolution of the Board of Directors of the Issuer, duly passed and approved (the "Bond Resolution" or "Resolution"). For a complete statement of the revenues and funds from which and the conditions under which this Bond is payable, a statement of the conditions under

which additional bonds of equal standing may be issued, and the general covenants and provisions pursuant to which this Bond is issued, reference is made to the above-described Resolution. Capitalized terms not defined herein shall have the meanings assigned to them in the Resolution.

Bonds maturing after July 1, 2030, may be called for optional redemption by the Issuer on that date, and on any date thereafter and paid before maturity from any funds regardless of the source, in whole or from time to time in part, in any order of maturity and within an annual maturity by lot by giving thirty days' written notice of redemption to the registered owner of the Bond at the address shown on the books of the Registrar. Failure to give such written notice to any registered owner of the Bonds or any defect therein shall not affect the validity of any proceedings for the redemption of the Bonds. The terms of redemption will be par, plus accrued interest to date of call. Written notice will be deemed completed upon transmission to the owner of record of the Bond.

If less than all of a maturity is called for redemption, the Issuer will direct the Registrar to notify DTC of the particular amount of such maturity to be redeemed prior to maturity. DTC will determine by lot the amount of each Participant's interest in such maturity to be redeemed and each Participant will then select by lot the beneficial ownership interests in such maturity to be redeemed. If DTC is no longer providing services with respect to the Bonds, the Registrar shall by random selection of the names of the registered owners of the entire annual maturity select the Bonds to be redeemed until the total amount of Bonds to be called has been reached. All prepayments shall be at a price of par plus accrued interest.

Ownership of this Bond may be transferred only by transfer upon the books kept for such purpose by UMB Bank, N.A., the Registrar. Such transfer on the books shall occur only upon presentation and surrender of this Bond at the office of the Registrar as designated below, together with an assignment duly executed by the owner hereof or his duly authorized attorney in the form as shall be satisfactory to the Registrar. Issuer reserves the right to substitute the Registrar and Paying Agent but shall, however, promptly give notice to registered bondholders of such change. All Bonds shall be negotiable as provided in Article 8 of the Uniform Commercial Code, subject to the provisions for registration and transfer contained in the Bond Resolution.

This Bond and the series of which it forms a part, and any Additional Bonds which may be hereafter issued and outstanding from time to time on a parity with said Bonds, as provided in the Bond Resolution of which notice is hereby given and is hereby made a part hereof, are payable from and secured solely and only by a pledge of certain School Infrastructure Tax Revenues as defined and provided in said Resolution. The Issuer covenants and agrees that it will allocate such School Infrastructure Tax Revenues to a Sinking Fund to meet the principal of and interest on this series of Bonds, and other bonds ranking on a parity therewith, as the same become due.

This Bond is not a general obligation of the Issuer nor is the Issuer's full faith and credit and taxing power pledged to the payment hereof. The Issuer is not obligated to levy any ad valorem taxes nor to expend any moneys of the Issuer to pay this Bond, except the School Infrastructure Tax Revenues pledged under the Resolution. Under no circumstances shall the Issuer be in any manner liable by reason of the failure of said School Infrastructure Tax Revenues to be sufficient for the payment hereof.

This Bond is a "qualified tax-exempt obligation" designated by the School District for purposes of Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended.

And it is hereby represented and certified that all acts, conditions and things requisite, according to the laws and Constitution of the State of Iowa, to exist, to be had, to be done, or to be performed precedent to the lawful issue of this Bond, have been existent, had, done and performed as required by law.

IN TESTIMONY WHEREOF, said Issuer by its Board of Directors has caused this Bond to be signed by the manual or facsimile signature of its President and attested by the manual or facsimile signature of its Secretary, and authenticated by the manual signature of an authorized representative of the Registrar, UMB Bank, N.A. of West Des Moines, Iowa.

Date of authentication: **Closing Date**

BOARD OF DIRECTORS OF THE LINN-MAR
COMMUNITY SCHOOL DISTRICT IN THE
COUNTY OF LINN, STATE OF IOWA

This is one of the Bonds described in the
Resolution, as registered by UMB Bank, N.A.
of West Des Moines, Iowa.

By: (manual or facsimile signature)
President of the Board

UMB BANK, N.A. OF WEST DES MOINES,
IOWA, Registrar

ATTEST:

By: _____
Authorized signature

By: (manual or facsimile signature)
Secretary of the Board

Registrar and Transfer Agent: UMB Bank, N.A.

Paying Agent: UMB Bank, N.A.

(Seal)

STATEMENT OF INSURANCE

Assured Guaranty Inc. ("AG"), has delivered its municipal bond insurance policy (the "Policy") with respect to the scheduled payments due of principal of and interest on this Bond to UMB Bank, N.A., West Des Moines, Iowa, or its successor, as paying agent for the Bonds (the "Paying Agent"). Said Policy is on file and available for inspection at the principal office of the Paying Agent and a copy thereof may be obtained from AG or the Paying Agent. All payments required to be made under the Policy shall be made in accordance with the provisions thereof. The owner of this Bond acknowledges and consents to the subrogation rights of AG as more fully set forth in the Policy.

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto
_____ (Social Security or Tax Identification No. _____) this

Bond and constitutes and appoints _____ attorney in fact to transfer this Bond on the books kept for registration of this Bond, with full power of substitution in the premises.

Dated _____

(Person(s) executing this Assignment sign(s) here)

SIGNATURE GUARANTEED) _____

IMPORTANT - READ CAREFULLY

Signature guarantee must be provided in accordance with the prevailing standards and procedures of the Registrar and Transfer Agent which may require signatures to be guaranteed by certain eligible guarantor institutions which participate in a recognized signature guarantee program.

INFORMATION REQUIRED FOR REGISTRATION OF TRANSFER

Name of Transferee(s) _____
Address of Transferee(s) _____
Social Security or Tax Identification _____
Number of Transferee(s) _____
Transferee is a(n):
Individual* _____ Corporation _____
Partnership _____ Trust _____

*If the Bond is to be registered in the names of multiple individual owners, the names of all such owners and one address and social security number must be provided.

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with rights of survivorship and not as tenants in common
IA UNIF TRANS MIN ACT - Custodian
(Cust) (Minor)
Under Iowa Uniform Transfers to Minors Act.....
(State)

ADDITIONAL ABBREVIATIONS MAY
ALSO BE USED THOUGH NOT IN THE ABOVE LIST

Section 14. Equality of Lien. The timely payment of principal of and interest on the Bonds and Parity Bonds shall be secured equally and ratably by the School Infrastructure Tax Revenues without priority by reason of number or time of sale or delivery. The School District irrevocably

pledges the School Infrastructure Tax Revenues to secure the timely payment of both principal and interest on the Bonds and Parity Bonds and all other accounts due under the Bonds and Parity Bonds as the same become due.

Section 15. Application of Bond Proceeds - Project Fund. Proceeds of the Bonds shall be applied as follows:

- An amount equal to accrued interest shall be deposited in the Sinking Fund for application to the first payment of interest on the Bonds.
- An amount sufficient to meet the Reserve Fund Requirement shall be deposited in the Reserve Fund.
- There is hereby created a Project Fund, to be held by the Issuer, into which the balance of the Bond Proceeds shall be deposited and expended therefrom for the purposes of issuance. Any amounts on hand in the Project Fund shall be available for the payment of the principal of or interest on the Bonds at any time that other School Infrastructure Tax Revenues shall be insufficient to the purpose, in which event such funds shall be repaid to the Project Fund at the earliest opportunity. Any balance on hand in the Project Fund and not immediately required for its purposes may be invested not inconsistent with limitations provided by law, the Internal Revenue Code and this Resolution.

Section 16. Application of Revenues. The provisions of the Prior Bond Resolutions are hereby ratified and confirmed. Nothing in this Resolution shall be construed to impair the rights vested in the Outstanding Bonds. The amounts herein required to be paid into the various funds named in this Section shall be inclusive of payments required in respect to the Outstanding Bonds. The provisions of the Prior Bond Resolutions authorizing the Outstanding Bonds and the provisions of this Resolution are to be construed wherever possible so that the same will not be in conflict. In the event such construction is not possible, the provisions of the Prior Bond Resolution first adopted shall prevail until such time as the Outstanding Bonds authorized by said Prior Bond Resolutions have been paid in full or otherwise satisfied as therein provided at which time the provisions of this Resolution shall again prevail.

As long as any of the Outstanding Bonds, the Bonds or Parity Bonds shall be outstanding and unpaid either as to principal or interest, or until all of the Outstanding Bonds, Bonds and Parity Bonds then outstanding shall have been discharged and satisfied in the manner provided in this Resolution, all of the receipts of the School Infrastructure Tax Revenues shall be deposited as collected with the Issuer in a special fund to be known as the Linn-Mar Community School District School Infrastructure Sales and Services Tax Revenue Fund (the "Revenue Fund"), to be held by the Issuer and shall be disbursed in the following priority and only as follows:

1. Sinking Fund. The provisions in the Prior Bond Resolutions, whereby there was created and is to be maintained a Sinking Fund, to be held by or on behalf of the Issuer and for the monthly payment into said fund from future School Infrastructure Tax Revenues such portion thereof as will be sufficient to meet the principal and interest of the Outstanding Bonds are hereby ratified and confirmed; provided, however, that the amounts to be set aside and paid into the Sinking Fund in equal monthly installments from the

School Infrastructure Tax Revenues shall be sufficient to pay the principal and interest due each year, not only on the Outstanding Bonds, but also the principal and interest of the Bonds herein authorized to be issued. The required amount to be deposited in the Sinking Fund in any month shall be the equal monthly amount necessary to pay in full the installment of interest coming due on the next interest payment date on the Outstanding Bonds, and the then outstanding Bonds and Parity Bonds plus the equal monthly amount necessary to pay in full the installment of principal coming due on such Outstanding Bonds, and the then outstanding Bonds and Parity Bonds on the next succeeding principal payment date until the full amount of such installment is on hand. If for any reason the amount on hand in the Sinking Fund exceeds the required amount, the excess shall forthwith be withdrawn and paid into the Revenue Fund. Money in the Sinking Fund shall be used solely for the purpose of paying principal of and interest on the Outstanding Bonds, the Bonds and Parity Bonds as the same shall become due and payable. Accrued interest, if any, shall be deposited in the Sinking Fund.

2. Reserve Fund. The provisions in the Prior Bond Resolutions whereby there was created and is to be maintained a debt service reserve in an amount equal to the Reserve Fund Requirement for the Series 2024 Bonds which shall be held by the Issuer is hereby ratified and confirmed, and all such provisions inure to the Bonds. In each month there shall be deposited in the Reserve Fund an amount equal to one hundred percent of the amount required by the Series 2024 Bond Resolution and by this Resolution to be deposited in such month in the Reserve Fund; provided, however, that when the amount on deposit in the Reserve Fund shall be not less than the Reserve Fund Requirement, no further deposits shall be made into the Reserve Fund except to maintain such level, and when the amount on deposit in the Reserve Fund is greater than the balance required above, such additional amounts shall be withdrawn and paid into the Revenue Fund. Money in the Reserve Fund shall be used solely for the purpose of paying principal at maturity of or interest on the outstanding Series 2024 Bonds, the Bonds, and any Additional Bonds, if required, for the payment of which insufficient money shall be available in the Sinking Fund. Whenever it shall become necessary to so use money in the Reserve Fund, the payments required above shall be continued or resumed until it shall have been restored to the required minimum amount. The Reserve Fund is not pledged or otherwise held for the benefit of the outstanding Series 2021 Bonds, the Series 2022 Bonds, or the Series 2023 Bonds. On the Closing Date, \$1,000,000 of the Bond Proceeds shall be deposited in the Reserve Fund.

In lieu of maintaining and depositing monies in the Reserve Fund, the Issuer may hold in deposit in the Reserve Fund a letter of credit, surety bond, or similar instrument issued by a bank, insurance company, or other financial institution in an amount equal to the Reserve Fund Requirement, such bank, insurance company, or other financial institution, as the case may be, having a credit rating at the time of such delivery in one of the two highest rating categories of any nationally recognized rating service (without regard to any refinements of gradation of any rating category by numerical modifier or otherwise.)

3. Subordinate Obligations. Money in the Revenue Fund may next be used to pay principal of and interest on (including reasonable reserves therefor) any other

obligations which by their terms shall be payable from the School Infrastructure Tax Revenues, but subordinate to the Outstanding Bonds, the Bonds and Parity Bonds.

4. Surplus Revenue. Any remaining money may be used to pay or redeem any of the Outstanding Bonds, the Bonds or Parity Bonds or may be used for any lawful purpose.

Money in the Revenue Fund shall be allotted and paid into the various funds and accounts hereinbefore referred to in the order in which said funds are listed, on a cumulative basis on or before the 15th day of each month, or on the next succeeding business day when the 15th shall not be a business day; and if in any month the money in the Revenue Fund (including the Sinking Fund or the Reserve Fund), shall be insufficient to deposit or transfer the required amount in any of said funds or accounts, the deficiency shall be made up in the following month or months after payments into all funds and accounts enjoying a prior claim to the revenues shall have been met in full. The Issuer may establish various subaccounts within each fund established by the Prior Bond Resolutions or this Resolution.

Failure to make such allocation and payment without cure within thirty days shall constitute an event of default under this Resolution.

Section 17. Investments. Moneys on hand in the Project Fund and all of the funds provided by this Resolution may be invested only in Permitted Investments or deposited in financial institutions which are members of the Federal Deposit Insurance Corporation, or its equivalent successor, and the deposits in which are insured thereby and all such deposits exceeding the maximum amount insured from time to time by FDIC or its equivalent successor in any one financial institution shall be continuously secured in compliance with the State Sinking Fund provided under Iowa Code Chapter 12C, or otherwise by a valid pledge of direct obligations of the United States Government having an equivalent market value. All investments shall mature before the date on which the moneys are required for the purposes for which the fund was created or otherwise as herein provided but in no event maturing in more than three years in the case of the Reserve Fund. The provisions of this Section shall not be construed to require the Issuer to maintain separate accounts for the funds created by this Section.

The Sinking Fund and the Reserve Fund shall be segregated in a separate account but may be invested in the same manner as other funds of the School District but designated as a trust fund on the books and records of the School District. The Sinking Fund and Reserve Fund shall not be available for any other purposes other than those specified in this Resolution.

All income derived from such investments in the Revenue Fund shall be regarded as School Infrastructure Tax Revenues.

Earnings on investments of the Project Fund shall be deposited in and expended from the Project Fund.

Investments shall at any time necessary be liquidated and the proceeds thereof applied to the purpose for which the respective fund was created.

Section 18. Covenants of the Issuer. The Issuer hereby covenants and agrees with each and every holder of the Bonds and Parity Bonds that:

a) The Issuer will administer, enforce and collect, or cause to be administered, enforced and collected, the School Infrastructure Tax Revenues and the School Infrastructure Tax and shall take all reasonable actions that may be permitted by law to collect delinquent payments or to cause delinquent payments to be collected in accordance with law.

b) The Issuer will keep or cause to be kept books and records showing the proceeds of the School Infrastructure Tax Revenues, in which complete entries shall be made in accordance with standard principles of accounting, and any owner of any of the Bonds shall have the right at all reasonable times to inspect such books and records.

c) The Issuer shall, to the extent permitted by law, defend the validity and legality of this Resolution, the School Infrastructure Tax and the School Infrastructure Tax Revenues against all claims, suits and proceedings which would diminish or impair the School Infrastructure Tax Revenues as security for the Bonds.

d) The Issuer, acting by and through its officers, or otherwise, shall faithfully and punctually perform, or caused to be performed, all duties with respect to the School Infrastructure Tax required by the Constitution and laws of the State of Iowa and the various ordinances, resolutions and contracts of the Issuer, including, without limitation, the proper segregation of the proceeds of the Bonds and the School Infrastructure Tax Revenues and their application from time to time to the respective funds provided therefore.

e) At any and all times the Issuer shall, so far as it may be authorized by law, pass, make, do, execute, acknowledge, deliver and file or record all and every such further instruments, acts, deeds, conveyances, assignments, transfers, other documents and assurance as may be necessary or desirable for the better assuring, conveying, granting, assigning and confirming all and singular, the School Infrastructure Tax Revenues and other funds and accounts hereby pledged or assigned, or intended so to be, or which the Issuer may hereafter become bound to pledge or to assign, or as may be reasonable and required to carry out the purposes of this Resolution. The Issuer, acting by and through its officers, or otherwise, shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the School Infrastructure Tax Revenues and other funds and accounts pledged hereunder and all the rights and every owner of any of the Bonds against all claims and demands of all persons whomsoever.

f) The Issuer, its officers, agents and employees, shall not take any action in such manner or to such extent as might prejudice the security for the payment of the Bonds according to the terms thereof. No contract shall be entered into nor any other action taken by which the rights of any registered owner of any Bond or other security payable from the School Infrastructure Tax Revenues might be prejudicially and materially impaired or diminished.

g) Each Issuer officer or employee having custody of any School Infrastructure Tax Revenues, or responsible for their handling, shall be bonded at all times, which bond shall be conditioned upon the proper application of said moneys.

h) The Governing Body of the Issuer shall approve and conduct operations pursuant to a system budget of revenues and current expenses for each Fiscal Year. Such budget shall take into account revenues and current expenses during the current and last preceding Fiscal Years. Copies of such budget and any amendments thereto shall be mailed to the Original Purchaser and to the Bondholders upon request.

i) The Governing Body of the Issuer shall not take any action with respect to the Issuer's current Revenue Purpose Statement, as such term is used in Iowa Code Section 423F.3, authorizing the uses of the School Infrastructure Tax Revenues, as approved by the voters of the Issuer on November 5, 2019, which would impair the ability or authority of the Issuer to apply School Infrastructure Tax Revenues to the payments of principal and interest on the Bonds and Parity Bonds.

Notwithstanding anything in this Section to the contrary, none of the foregoing covenants of the Issuer with respect to the School Infrastructure Tax Revenues shall obligate the Issuer to undertake or perform any duty, task or obligation to be performed by the State of Iowa or a county or its Board of Supervisors under the terms of the Act or other provision of the Code of Iowa, as from time to time amended.

Section 19. Remedies of Bondholders. Except as herein expressly limited the holder or holders of the Bonds and Parity Bonds shall have and possess all the rights of action and remedies afforded by the common law, the Constitution and statutes of the State of Iowa, and of the United States of America, for the enforcement of payment of their Bonds or Parity Bonds and interest thereon, and of the pledge of the revenues made hereunder, and of all covenants of the Issuer hereunder.

Section 20. Prior Lien and Parity Bonds; Subordinate Obligations. So long as the Series 2021 Bonds are outstanding and remain a lien on the School Infrastructure Tax Revenues, Section 20 of the Prior Bond Resolution authorizing the Series 2021 Bonds shall apply; thereafter, and so long as the Series 2022 Bonds are outstanding and remain a lien on the School Infrastructure Tax Revenues, Section 21 of the Prior Bond Resolution authorizing the Series 2022 Bonds shall apply; thereafter, and so long as the Series 2023 Bonds are outstanding and remain a lien on the School Infrastructure Tax Revenues, Section 19 of the Prior Bond Resolution authorizing the Series 2023 Bonds shall apply; thereafter, and so long as the Series 2024 Bonds are outstanding and remain a lien on the School Infrastructure Tax Revenues, Section 21 of the Prior Bond Resolution authorizing the Series 2024 Bonds shall apply; and thereafter, and so long as the Bonds are outstanding and remain a lien on the School Infrastructure Tax Revenues, this Section shall apply.

The Issuer will issue no other Additional Bonds or obligations of any kind or nature payable from or enjoying a lien or claim on the School Infrastructure Tax Revenues having priority over the Outstanding Bonds, the Bonds or Parity Bonds.

Additional Bonds may be issued on a parity and equality of rank with the Outstanding Bonds, the Bonds and any Parity Bonds with respect to the lien and claim of such Additional Bonds to the School Infrastructure Tax Revenues and the money on deposit in the funds adopted by this Resolution, for the following purposes and under the following conditions, but not otherwise:

a) For the purpose of refunding any of the Bonds or Parity Bonds outstanding so long as the refunding is an Economic Refunding, without complying with subsection (b) below.

b) For the purpose of refunding any Bonds or Parity Bonds outstanding, or for other lawful purposes, provided that, before any such Additional Bonds ranking on a parity are issued, there will have been procured and filed with the Secretary, a statement of an Independent Auditor reciting the opinion based upon necessary investigations that the School Infrastructure Tax Revenues for the preceding Fiscal Year (with adjustments as hereinafter provided) were equal to at least 1.25 times the maximum amount that will be required in any Fiscal Year for the payment of both principal of and interest on all Bonds or Parity Bonds then outstanding which are payable from the School Infrastructure Tax Revenues and the Additional Bonds then proposed to be issued.

For the purpose of determining the School Infrastructure Tax Revenues for the preceding Fiscal Year, the amount of the revenues for such year may be adjusted by the Independent Auditor to reflect: (1) any revision of the rate of the School Infrastructure Tax as if such revision had been in effect during all of such preceding Fiscal Year; and (2) the current level at which the State funds the Statewide Average Revenue Per Student then in effect for the year in which the Additional Bonds are issued. For the purpose of determining the School Infrastructure Tax Revenues for the preceding Fiscal Year, the amount of revenues for such year may be adjusted by the Independent Auditor to reflect the most recent certified enrollment count of students for the School District.

c) the Additional Bonds must be payable as to principal and as to interest on the same month and day as the Bonds herein authorized.

d) for the purposes of this Section, principal and interest falling due on the first day of a Fiscal Year shall be deemed a requirement of the immediately preceding Fiscal Year.

e) the Reserve Fund for the Series 2024 Bonds, the Bonds, and Additional Bonds, if required, must be fully funded as of the date of issue of the Additional Bonds.

The Issuer may not issue any bonds, notes, or other obligations that are subordinate to the Bonds ("Subordinate Obligations") unless it has obtained a statement of an Independent Auditor reciting the opinion based upon necessary investigations that the School Infrastructure Tax Revenues for the preceding Fiscal Year (with adjustments as provided in paragraph (b)(i) of this Section) were at least equal to the maximum amount that will be required in any Fiscal Year for both principal of and interest on all Bonds, Parity Bonds, or Subordinate Obligations then outstanding which are payable from School Infrastructure Tax Revenues and the bonds, notes, or other obligations then proposed to be issued.

Section 21. Disposition of Bond Proceeds; Arbitrage Not Permitted. The Issuer reasonably expects and covenants that no use will be made of the proceeds from the issuance and sale of the Bonds issued hereunder which will cause any of the Bonds to be classified as arbitrage bonds within the meaning of Section 148(a) and (b) of the Internal Revenue Code of the United States, and that throughout the term of said Bonds it will comply with the requirements of said statute and regulations issued thereunder.

To the best knowledge and belief of the Issuer, there are no facts or circumstances that would materially change the foregoing statements or the conclusion that it is not expected that the proceeds of the Bonds will be used in a manner that would cause the Bonds to be arbitrage bonds. Without limiting the generality of the foregoing, the Issuer hereby agrees to comply with the provisions of the Tax Exemption Certificate and the provisions of the Tax Exemption Certificate are hereby incorporated by reference as part of this Resolution. The Treasurer is hereby directed to make and insert all calculations and determinations necessary to complete the Tax Exemption Certificate in all respects and to execute and deliver the Tax Exemption Certificate at issuance of the Bonds to certify as to the reasonable expectations and covenants of the Issuer at that date.

The Issuer covenants that it will treat as Yield Restricted any proceeds of the Bonds remaining unexpended after three years from the issuance and any other funds required by the Tax Exemption Certificate to be so treated. If any investments are held with respect to the Bonds and Parity Bonds, the Issuer shall treat the same for the purpose of restricted yield as held in proportion to the original principal amounts of each issue.

The Issuer covenants that it will exceed any investment yield restriction provided in this Resolution only in the event that it shall first obtain an opinion of recognized bond counsel that the proposed investment action will not cause the bonds to be classified as arbitrage bonds under Section 148 of the Internal Revenue Code or regulations issued thereunder.

The Issuer covenants that it will proceed with due diligence to spend the proceeds of the Bonds for the purpose set forth in this Resolution. The Issuer further covenants that it will make no change in the use of the proceeds available for the construction of facilities or change in the use of any portion of the facilities constructed therefrom by persons other than the Issuer or the general public unless it has obtained an opinion of bond counsel or a revenue ruling that the proposed project or use will not be of such character as to cause interest on any of the Bonds not to be exempt from federal income taxes in the hands of holders other than substantial users of the project, under the provisions of Section 142 of the Internal Revenue Code of the United States, related statutes and regulations.

Section 22. Additional Covenants, Representations and Warranties of the Issuer. The Issuer certifies and covenants with the Original Purchaser and the purchasers and holders of the Bonds from time to time outstanding that the Issuer through its officers, (a) will make such further specific covenants, representations and assurances as may be necessary or advisable; (b) comply with all representations, covenants and assurances contained in the Tax Exemption Certificate, which Tax Exemption Certificate shall constitute a part of the contract between the Issuer and the owners of the Bonds; (c) consult with bond counsel (as defined in the Tax Exemption Certificate); (d) pay to the United States, as necessary, such sums of money representing required rebates of excess arbitrage profits relating to the Bonds; (e) file such forms, statements and supporting

documents as may be required and in a timely manner; and (f) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys and other persons to assist the Issuer in such compliance.

Section 23. Qualified Tax-Exempt Obligations. For the sole purpose of qualifying the Bonds as "Qualified Tax-Exempt Obligations" pursuant to the Internal Revenue Code of the United States, the Issuer designates the Bonds as qualified tax-exempt obligations and represents that the reasonably anticipated amount of tax-exempt government and Code Section 501(c)(3) obligations which will be issued during the current calendar year will not exceed Ten (10) Million Dollars.

Section 24. Discharge and Satisfaction of Bonds. The covenants, liens and pledges entered into, created or imposed pursuant to this Resolution may be fully discharged and satisfied with respect to the Bonds and Parity Bonds, or any of them, in any one or more of the following ways:

a) By paying the Bonds or Parity Bonds when the same shall become due and payable; and

b) By depositing in trust with the Treasurer, or with a corporate trustee designated by the Governing Body for the payment of said obligations and irrevocably appropriated exclusively to that purpose an amount in cash or direct obligations of the United States the maturities and income of which shall be sufficient to retire at maturity, or by redemption prior to maturity on a designated date upon which said obligations may be redeemed, all of such obligations outstanding at the time, together with the interest thereon to maturity or to the designated redemption date, premiums thereon, if any that may be payable on the redemption of the same; provided that proper notice of redemption of all such obligations to be redeemed shall have been previously published or provisions shall have been made for such publication.

Upon such payment or deposit of money or securities, or both, in the amount and manner provided by this Section, all liability of the Issuer with respect to the Bonds or Parity Bonds shall cease, determine and be completely discharged, and the holders thereof shall be entitled only to payment out of the money or securities so deposited.

Section 25. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Issuer and the holder or holders of the Bonds and Parity Bonds, and after the issuance of any of the Bonds no change, variation or alteration of any kind in the provisions of this Resolution shall be made in any manner, except as provided in the next succeeding Section, until such time as all of the Bonds and Parity Bonds, and interest due thereon, shall have been satisfied and discharged as provided in this Resolution.

Section 26. Amendment of Resolution Without Consent. The Issuer may, without the consent of or notice to any of the holders of the Bonds and Parity Bonds, amend or supplement this Resolution for any one or more of the following purposes:

a) to cure any ambiguity, defect, omission or inconsistent provision in this Resolution or in the Bonds or Parity Bonds; or to comply with any applicable provision of

law or regulation of federal or state agencies; provided, however, that such action shall not materially adversely affect the interests of the holders of the Bonds or Parity Bonds;

b) to change the terms or provisions of this Resolution to the extent necessary to prevent the interest on the Bonds or Parity Bonds from being includable within the gross income of the holders thereof for federal income tax purposes;

c) to grant to or confer upon the holders of the Bonds or Parity Bonds any additional rights, remedies, powers or authority that may lawfully be granted to or conferred upon the bondholders;

d) to add to the covenants and agreements of the Issuer contained in this Resolution other covenants and agreements of, or conditions or restrictions upon, the Issuer or to surrender or eliminate any right or power reserved to or conferred upon the Issuer in this Resolution; or

e) to subject to the lien and pledge of this Resolution additional pledged revenues as may be permitted by law.

Section 27. Amendment of Resolution Requiring Consent. This Resolution may be amended from time to time if such amendment shall have been consented to by holders of not less than two-thirds in principal amount of the Bonds and Parity Bonds at any time outstanding (not including in any case any bonds which may then be held or owned by or for the account of the Issuer, but including such refunding bonds as may have been issued for the purpose of refunding any of such bonds if such refunding bonds shall not then be owned by the Issuer); but this Resolution may not be so amended in such manner as to:

a) Make any change in the maturity or interest rate of the Bonds, or modify the terms of payment of principal of or interest on the Bonds or any of them or impose any conditions with respect to such payment;

b) Materially affect the rights of the holders of less than all of the Bonds and Parity Bonds then outstanding; and

c) Reduce the percentage of the principal amount of Bonds, the consent of the holders of which is required to affect a further amendment.

Whenever the Issuer shall propose to amend this Resolution under the provisions of this Section, it shall cause notice of the proposed amendment to be filed with the Original Purchaser and to be mailed by certified mail to each registered owner of any Bond as shown by the records of the Registrar. Such notice shall set forth the nature of the proposed amendment and shall state that a copy of the proposed amendatory Resolution is on file in the office of the Secretary.

Whenever at any time within one year from the date of the mailing of said notice there shall be filed with the Secretary an instrument or instruments executed by the holders of at least two-thirds in aggregate principal amount of the Bonds then outstanding as in this Section defined, which instrument or instruments shall refer to the proposed amendatory Resolution described in said notice and shall specifically consent to and approve the adoption thereof, thereupon, but not

otherwise, the governing body of the Issuer may adopt such amendatory Resolution and such Resolution shall become effective and binding upon the holders of all of the Bonds and Parity Bonds.

Any consent given by the holder of a bond pursuant to the provisions of this Section shall be irrevocable for a period of six months from the date of the instrument evidencing such consent and shall be conclusive and binding upon all future holders of the same bond during such period. Such consent may be revoked at any time after six months from the date of such instrument by the holder who gave such consent or by a successor in title by filing notice of such revocation with the Secretary.

The fact and date of the execution of any instrument under the provisions of this Section may be proved by the certificate of any officer in any jurisdiction who by the laws thereof is authorized to take acknowledgments of deeds within such jurisdiction that the person signing such instrument acknowledged before him the execution thereof, or may be proved by an affidavit of a witness to such execution sworn to before such officer.

The amount and numbers of the bonds held by any person executing such instrument and the date of his holding the same may be proved by an affidavit by such person or by a certificate executed by an officer of a bank or trust company showing that on the date therein mentioned such person had on deposit with such bank or trust company the bonds described in such certificate.

Section 28. Severability. If any section, paragraph, or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions.

Section 29. Continuing Disclosure. The Issuer hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate, and the provisions of the Continuing Disclosure Certificate are hereby incorporated by reference as part of this Resolution and made a part hereof. Notwithstanding any other provision of this Resolution, failure of the Issuer to comply with the Continuing Disclosure Certificate shall not be considered an event of default under this Resolution; however, any holder of the Bonds or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the Issuer to comply with its obligations under the Continuing Disclosure Certificate. For purposes of this Section, "Beneficial Owner" means any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

Section 30. Successor Clause. The Issuer will maintain its corporate existence, and in the event of reorganization of any kind, the resolutions and the obligations of the Issuer are binding upon any successor or assigns.

Section 31. Execution of Documents. The President and the Board Secretary (or their designee) are hereby authorized to execute and deliver any and all agreements, documents and instruments required related to the issuance of the Bonds and to carry out the purposes set forth in

this resolution, including but not limited to any tax certificates, closing certificates and purchase agreements.

Section 32. Repeal of Conflicting Resolutions and Effective Date. All other resolutions and orders, or parts thereof, in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed, and this Resolution shall be in effect from and after its adoption.

PASSED AND APPROVED this 9th day of June, 2025.

President of the Board of Directors

ATTEST:

Secretary of the Board of Directors

CERTIFICATE

STATE OF IOWA

)

) SS

COUNTY OF LINN

)

I, the undersigned Secretary of the Board of Directors of the Linn-Mar Community School District, in the County of Linn, State of Iowa, do hereby certify that attached is a true and complete copy of the portion of the corporate records of the School District showing proceedings of the Board, 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 the meeting and all action was duly and publicly held in accordance with a notice of meeting and a 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 pursuant to the local rules of the Board 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 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 School District or the right of the individuals named therein as officers to their respective positions.

WITNESS my hand this _____ day of _____, 2025.

Secretary of the Board of Directors of the
Linn-Mar Community School District

4916-5061-6610-1\18139-060

DELIVERY CERTIFICATE

We certify that we are the President and Secretary of the Linn-Mar Community School District in the County of Linn, State of Iowa (the "School District"); that in pursuance of the provisions of Chapter 423F, Code of Iowa, and pursuant to a Resolution of the Board of Directors of the School District adopted on June 9, 2025, authorizing the issuance and delivery of the Bonds, there have been authorized and on this day by us lawfully executed, issued, caused to be registered and authenticated and delivered fully registered School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025 (the "Bonds") of the School District, in the amount of \$10,000,000, dated June 24, 2025, bearing interest and maturing in each year as follows:

<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Maturity July 1</u>
\$1,395,000	5.000%	2026
1,515,000	5.000	2027
205,000	4.000	2031
240,000	4.000	2032
280,000	4.000	2033
630,000	4.000	2035
415,000	4.000	2036
590,000	4.000	2037
4,730,000	4.125	2038

Each of the Bonds being executed with the manual or facsimile signature of the President and the manual or facsimile signature of the Secretary of the Board of Directors of the School District

The Bonds have been delivered to:

BOK Financial Securities, Inc. of Milwaukee, Wisconsin

and have been paid for in accordance with the terms of the contract of sale and at a price of \$9,902,193.55 plus accrued interest.

We further certify that no controversy or litigation is pending, prayed or threatened involving the incorporation, organization, existence, or boundaries of the School District, or the titles of the undersigned officers to their respective positions, or the validity of the Bonds or the pledge of the School Infrastructure Tax Revenues (as defined in the Resolution) to the payment of the Bonds, or the power and duty of the School District to pledge the School Infrastructure Tax Revenues for the full and prompt payment of the principal and interest of the Bonds, and that none of the proceedings or authority for the issuance of the Bonds has been repealed, revoked, rescinded, or modified in any manner.

We further certify that the boundaries of this School District have not been changed since July 1, 2006; that none of the proceedings relating to the organization, reorganization, enlargement or changes in the boundaries of this School District as presently constituted has ever been declared

invalid by any court, and that no proceedings have been instituted or are now pending involving any proposed changes in the boundaries of this School District.

To the best of our knowledge, information and belief, we further certify that the Official Statement dated as of its date and the date hereof, did not and does not contain any untrue statement of material fact or omit to state a material fact necessary in order to make the statement made therein, in light of the circumstances under which they were made, not misleading.

We further certify that each of the officers whose signatures appear on the Bonds were in occupancy and possession of their respective offices at the time the Bonds were executed and do hereby adopt and affirm their signatures appearing in the Bonds.

We further certify that the present financial condition of the School District is as follows:

Total School Infrastructure Tax Revenue Bond indebtedness, including the above mentioned School Infrastructure Sales, Services and Use Tax Revenue Bonds	\$71,280,000
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All other indebtedness of any kind payable from School Infrastructure Tax Revenues	\$ -0-
---	--------

IN WITNESS WHEREOF, we affix our respective signatures at _____, Iowa,
this 24th day of June, 2025.

President

Secretary

AUTHENTICATION ORDER

As Secretary of the Board of Directors of the Linn-Mar Community School District, in the County of Linn, State of Iowa (the "Issuer"), pursuant to a Resolution of the Board of Directors adopted on June 9, 2025, authorizing the issuance and delivery of the Bonds (the "Resolution"), acting for and on behalf of the Issuer, I deliver to UMB Bank, N.A. (the "Registrar"), \$10,000,000 aggregate principal amount of Issuer's School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025 (the "Bonds"), dated June 24, 2025, in fully registered form, bearing interest, maturing and conforming to the specifications set forth in the Resolution.

Each Bond has been executed on behalf of the Issuer with the manual or facsimile signature of the President of the Board of Directors and the manual or facsimile signature of the Secretary of the Board of Directors.

The Registrar is requested to authenticate the Bonds and to complete the records with respect to registration as provided in the Resolution and the instructions of BOK Financial Securities, Inc., as the original purchaser (the "Purchaser") as to designation of owners of the Bonds.

Upon authentication, the Registrar is authorized to deliver the Bonds on behalf of Issuer to the Purchaser, or their registered assigns, upon receipt of payment, in immediately available funds of the purchase price of \$9,902,193.55, plus accrued interest to the date of delivery as shown on attached Exhibit A, subject to the receipt at closing of the opinion of bond counsel. Registrar shall deposit moneys to the account of Issuer as designated in Exhibit A.

The acknowledgment of receipt of the Bonds by the Purchaser, or registered assigns, must be evidenced by separate signed receipts or certificates.

Dated this _____ day of _____, 2025.

Secretary of the Board of Directors of the
Linn-Mar Community School District

STATE OF IOWA

)

) SS

DISTRICT CERTIFICATE

COUNTY OF LINN

)

We, the President and Secretary/Treasurer of the Board of Directors of the Linn-Mar Community School District (the "School District") in the County of Linn, State of Iowa, certify that the School District was organized under the provisions of Iowa Code Sections 275.12 to 275.23, inclusive, and operated as a school corporation under the laws of the State of Iowa; that the School District is located wholly within the County of Linn, State of Iowa, and that the School District and its Board of Directors (the "Board") have exercised the rights, powers and authorities given school corporations and board of directors by the statutes of the State of Iowa; and that the following persons are the officials of the School District and the Board:

Name of Directors

Title

Katie Lowe Lancaster

President

Barry Buchholz

Vice President

Justin Foss

Director

Midhat Mansoor

Director

Brittania Morey

Director

Laura Thomas

Director

Melissa Walker

Director

Jonathan Galbraith

Secretary/Treasurer of the Board of Directors

We further certify that the legality of the organization of the School District or the titles of any one of its officers to their respective offices have not been in any manner questioned; that litigation has not been threatened or instituted, questioning or tending to question the organization of the School District, or the inclusion of any territory, or the title of any of its officers, and that in particular no litigation of any kind whatsoever was pending on this date, involving the organization, reorganization, enlargement or changes in the boundaries of this School District.

According to the records, the named members of the Board were all duly and regularly elected to office, and are the legally elected, constituted and acting Board of Directors of the Linn-Mar Community School District.

All meetings of the Board at which action was taken in connection with the \$10,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025, were open to the public at all times in accordance with a notice of meeting and tentative agenda, a copy of which was timely served on each member of the Board and was duly given at least twenty-four hours prior to the commencement of the meeting by notification of the communications media having requested notice and posted on a bulletin board or other prominent place designated for the purpose and easily accessible to the public at the principal office of the Board, all pursuant to the provisions and in accordance with the conditions of the local rules of the Board and Iowa Code Chapter 21.

The President and Secretary/Treasurer whose signatures appear below are the qualified officials of the School District as designated below:

President

Katie Lowe Lancaster
(Typed or Printed Name)

(Original Signature)

Secretary/Treasurer

Jonathan Galbraith
(Typed or Printed Name)

(Original Signature)

On this _____ day of _____, 2025, subscribed and sworn to by before me the undersigned, a Notary Public in and for the State of Iowa, personally appeared Katie Lowe Lancaster and Jonathan Galbraith, to me personally known, who being by me duly sworn, did say that they are the President and Secretary/Treasurer, respectively, of the Linn-Mar Community School District, State of Iowa, and that such officers acknowledged the execution of said instrument to be the voluntary act and deed of said School District, by it and by them voluntarily executed.

Notary Public in and for the State of Iowa

Dated at _____, Iowa this _____ day of _____, 2025.

Secretary of the Board of Directors

4913-3331-0531-1\18139-060



Parity

Parity Calendar

Upcoming Calendar	Overview	Result	Excel	Print
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BOK Financial Securities, Inc. - Dallas , TX's Bid



Linn-Mar Comm SD
\$10,000,000 School Infrastructure Sales, Services and Use Tax
Revenue Bonds, Series 2025

For the aggregate principal amount of \$10,000,000.00, we will pay you \$9,900,689.10, plus accrued interest from the date of issue to the date of delivery. The Bonds are to bear interest at the following rate(s):

Maturity Date	Amount \$	Coupon %	Bond Insurance
07/01/2026	1,390M	5.0000	AG
07/01/2027	1,470M	5.0000	AG
07/01/2031	205M	4.0000	AG
07/01/2032	240M	4.0000	AG
07/01/2033	280M	4.0000	AG
07/01/2035	630M	4.0000	AG
07/01/2036	415M	4.0000	AG
07/01/2037	590M	4.0000	AG
07/01/2038	4,780M	4.1250	AG

Total Interest Cost:	\$3,712,025.07
Discount:	\$99,310.90
Net Interest Cost:	\$3,811,335.97
TIC:	4.285613
Total Insurance Premium:	\$32,500.00
Time Last Bid Received On:	05/12/2025 1:20:43 CDST

This proposal is made subject to all of the terms and conditions of the Official Bid Form, the Official Notice of Sale, and the Preliminary Official Statement, all of which are made a part hereof.

Bidder: BOK Financial Securities, Inc., Dallas , TX
 Contact: Allen Mattson
 Title:
 Telephone: 414-203-6558
 Fax: 214-576-0870

Issuer Name: Linn-Mar Community School District ~~Company Name:~~ _____

Accepted By: _____ Accepted By: _____

Date: _____ Date: _____

Information Return for Tax-Exempt Governmental Bonds

► Under Internal Revenue Code section 149(e)

► See separate instructions.

Caution: If the issue price is under \$100,000, use Form 8038-GC.

► Go to www.irs.gov/F8038G for instructions and the latest information.

OMB No. 1545-0047

Part I Reporting Authority		Check box if Amended Return <input type="checkbox"/>
1 Issuer's name Linn-Mar Community School District	2 Issuer's employer identification number (EIN) 42-0872010	
3a Name of person (other than issuer) with whom the IRS may communicate about this return (see instructions) Elizabeth A. Grob	3b Telephone number of other person shown on 3a (515) 243-7611	
4 Number and street (or P.O. box if mail is not delivered to street address) 100 Court Avenue, Suite 600	Room/suite 3	5 Report number (For IRS Use Only)
6 City, town, or post office, state, and ZIP code Des Moines, Iowa 50309	7 Date of issue June 24, 2025	
8 Name of issue \$10,000,000 School Infrastructure Sales, Services and Use Tax Revenue Bonds, Series 2025	9 CUSIP number 536045 EL7	
10a Name and title of officer or other employee of the issuer whom the IRS may call for more information Jon Galbraith, Board Treasurer	10b Telephone number of officer or other employee shown on 10a (319) 447-3000	

Part II Type of Issue (Enter the issue price.) See the instructions and attach schedule.

11 Education	11	10,070,081.05
12 Health and hospital	12	
13 Transportation	13	
14 Public safety	14	
15 Environment (including sewage bonds)	15	
16 Housing	16	
17 Utilities	17	
18 Other. Describe ►	18	
19a If bonds are TANs or RANs, check only box 19a		<input type="checkbox"/>
b If bonds are BANs, check only box 19b		<input type="checkbox"/>
20 If bonds are in the form of a lease or installment sale, check box		<input type="checkbox"/>

Part III Description of Bonds. Complete for the entire issue for which this form is being filed.

	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	07/01/2038	\$ 10,070,081.05	\$ 10,000,000.00	8.87 years	4.0922 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)

22 Proceeds used for accrued interest	22	0
23 Issue price of entire issue (enter amount from line 21, column (b))	23	10,070,081.05
24 Proceeds used for bond issuance costs (including underwriters' discount)	24	246,674.50
25 Proceeds used for credit enhancement	25	32,500.00
26 Proceeds allocated to reasonably required reserve or replacement fund	26	1,000,000.00
27 Proceeds used to refund prior tax-exempt bonds. Complete Part V	27	0
28 Proceeds used to refund prior taxable bonds. Complete Part V	28	0
29 Total (add lines 24 through 28)	29	1,279,174.50
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30	8,790,906.55

Part V Description of Refunded Bonds. Complete this part only for refunding bonds.

31 Enter the remaining weighted average maturity of the tax-exempt bonds to be refunded	►	N/A	years
32 Enter the remaining weighted average maturity of the taxable bonds to be refunded	►	N/A	years
33 Enter the last date on which the refunded tax-exempt bonds will be called (MM/DD/YYYY)	►	N/A	
34 Enter the date(s) the refunded bonds were issued ► (MM/DD/YYYY)		N/A	

Part VI Miscellaneous

35	Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35	0
36a	Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (GIC). See instructions	36a	0
b	Enter the final maturity date of the GIC ► (MM/DD/YYYY) <u>N/A</u>		
c	Enter the name of the GIC provider ► <u>N/A</u>		
37	Pooled financings: Enter the amount of the proceeds of this issue that are to be used to make loans to other governmental units	37	0
38a	If this issue is a loan made from the proceeds of another tax-exempt issue, check box ► <input type="checkbox"/> and enter the following information:		
b	Enter the date of the master pool bond ► (MM/DD/YYYY) <u>N/A</u>		
c	Enter the EIN of the issuer of the master pool bond ► <u>N/A</u>		
d	Enter the name of the issuer of the master pool bond ► <u>N/A</u>		
39	If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box	►	<input checked="" type="checkbox"/>
40	If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box	►	<input type="checkbox"/>
41a	If the issuer has identified a hedge, check here ► <input type="checkbox"/> and enter the following information:		
b	Name of hedge provider ► <u>N/A</u>		
c	Type of hedge ► <u>N/A</u>		
d	Term of hedge ► <u>N/A</u>		
42	If the issuer has superintegrated the hedge, check box	►	<input type="checkbox"/>
43	If the issuer has established written procedures to ensure that all nonqualified bonds of this issue are remediated according to the requirements under the Code and Regulations (see instructions), check box	►	<input checked="" type="checkbox"/>
44	If the issuer has established written procedures to monitor the requirements of section 148, check box	►	<input checked="" type="checkbox"/>
45a	If some portion of the proceeds was used to reimburse expenditures, check here ► <input type="checkbox"/> and enter the amount of reimbursement	►	<u>N/A</u>
b	Enter the date the official intent was adopted ► (MM/DD/YYYY) <u>N/A</u>		

Signature and Consent

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that I consent to the IRS's disclosure of the issuer's return information, as necessary to process this return, to the person that I have authorized above.

Signature of issuer's authorized representative	Date	Jon Galbraith, Board Treasurer
		Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Elizabeth A. Grob				P01076706
Firm's name ► Ahlers & Cooney, P.C	Firm's EIN ► 42-1323559			
Firm's address ► 100 Court Avenue, Suite 600, Des Moines, IA 50309	Phone no. (515) 243-7611			