

The Barnes County Commission met in regular session Tuesday, September 15, with all members present.

Kerry Johnson, Highway Superintendent, and Mark Anderson of KLJ, updated the Commission on the Old 10 grade raises.

Commissioner Schwehr made a motion, seconded by Froelich, to enter into a contract with KLJ for the grade raises on Old 10. Upon a roll call vote with all voting "yes," motion carried.

Mr. Johnson informed the Commission that the chip seal project on County Highway 21 is completed, and provided updates on other county projects.

Discussion took place on the condition of the North Valley Bridge.

Commissioner Weber made a motion, seconded by Froelich, to approve the minutes of August 18 and 28, and September 1 and 3.

Commissioner Schwehr made a motion, seconded by Opdahl, to allow a \$15.00 per month payment to the County Commissioners for using their personal cell phones for County business, which they will bill in December for the year. Upon a roll call vote with all voting "yes," motion carried.

Commissioner Schwehr made a motion, seconded by Froelich, to hold a mandatory informational meeting about the ND PERS program for eligible County employees. Upon a roll call vote with all voting "yes," motion carried.

Jason Thiel, MIS Director, discussed the time clock proposal.

Commissioner Froelich made a motion, seconded by Opdahl, to approve the purchase and installation of a County time clock system, effective as soon as possible after the first of the year, with costs coming from the MIS budget. Upon a roll call vote with all voting "yes," except Weber, who voted "no," motion carried.

Commissioner Schwehr made a motion, seconded by Froelich, to approve a raffle permit for a group organizing the Foell benefit. Upon a roll call vote with all voting "yes," motion carried.

Commissioner Schwehr made a motion, seconded by Weber, to approve a raffle permit for the Valley City Men's Bowling Association. Upon a roll call vote with all voting "yes," motion carried.

Commissioner Schwehr made a motion, seconded by Weber, to appoint Rick Anderson to the Barnes County Airport Authority, to fill the open position left by the resignation of Bob Beyer. Upon a roll call vote with all voting "yes," motion carried.

Heather Pautz, Social Services Director, and Mike Lerud of the Lerud, Johnson, Shuldt Funeral Home, discussed a county burial increase of 6 percent.

Commissioner Schwehr made a motion, seconded by Opdahl, to allow an increase for County burials, from \$3629.86 to \$3831.00. Upon a roll call vote with all voting "yes," motion carried.

Mike Manstrom of Dougherty & Co. met with the Commission to present interest rates and bond sales figures.

Commissioner Schwehr made a motion, seconded by Weber, to adopt Resolution 6 as follows, for a \$500,000.00 bridge bond, with corrections as stated.* Upon a roll call vote with all voting "yes," motion carried.

**Resolution 6: RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
\$500,000 GENERAL OBLIGATION BRIDGE BONDS OF 2009**

ARTICLE I RECITALS

Barnes County, North Dakota (the "County"), a political subdivision of the State of North Dakota duly formed and organized under the provisions of Title 11, COUNTIES, of the North Dakota Century Code (the "NDCC"), by this Resolution Authorizing the Issuance and Sale of \$500,000 General Obligation Bridge Bonds of 2009 (the "Resolution") authorizes the issuance of its General Obligation Bridge Bonds of 2009 (the "Bonds") in the aggregate principal amount of \$500,000 for the purpose of providing funds for bridge repair and construction and work incidental thereto and to pay costs incidental to such work and bond issuance, all as detailed herein.

The County hereby makes the following recitals regarding the Bonds:

Section 1.01. Initial Resolution, Amount, and Purpose. On September 16, 2008, the governing body of the County adopted an Initial Resolution (the "Initial Resolution") for the purpose of instituting proceedings for the Bonds under the authority of NDCC Chapter 21-03 which Initial Resolution stated: (i) \$500,000 to be the maximum principal amount of the Bonds; (ii) the purpose of the Bonds is to provide funds to construct, enlarge or repair bridges and to pay costs of incidental to such construction, enlargement or repair and bond issuance (the "Project"); (iii) the assessed valuation of the County is \$280,723,027; (iv) the outstanding general obligation bonded indebtedness of the County is \$175,000; (v) the County has outstanding general obligation bonds issued for a similar purpose in the amount of \$175,000 and (vi) One percent (1%) of the assessed valuation of all taxable property in the County is \$2,807,230.

Section 1.02. Initial Resolution Adoption. Upon adoption of the Initial Resolution by the County's governing body, the governing body resolved that the question of approving the Initial Resolution be placed on the November 4, 2008 general election ballot.

Section 1.03. Publication. The Initial Resolution was published on October 9, 2008 in the Valley City Times-Record.

Section 1.04. Election Results and Authority to Issue Bonds. The governing body of the County caused Notice of Election to be given according to law and, at the November 4, 2008 election, 3,830 votes were cast approving the adoption of the Initial Resolution by the County, allowing issuance of the Bonds, and 1,453 votes were cast against adoption. Thus, the approval (72.50%) of the issuance of the Bonds, by the adoption of the Initial Resolution, was by more than the sixty percent (60%) majority of the qualified voters voting upon the question as required by law.

Section 1.05. Issuance of Bonds will Not Exceed Constitutional Debt Limit. The issuance of the Bonds will not exceed any statutory or constitutional limit on indebtedness of the County.

Section 1.06. Project Purpose and Authority. The Project is a valid and authorized undertaking for which the County may incur general obligation indebtedness pursuant to the terms and provisions of NDCC Section 21-03-06(1)(b).

Section 1.07. Estimated Cost of Project. The cost of the Project is estimated at not less than \$500,000.

Section 1.08. Statutory and Procedural Compliance. The County has performed all statutorily required procedures preliminary to the issuance of the Bonds and asserts that as a condition of issuance all required acts, conditions and things prerequisite to the issue of the Bonds have been performed and do exist and have been performed by the governing body which is legally constituted and empowered to bind the County.

Section 1.09. Contracts. The County has let or will let contracts for construction according to law.

NOW, THEREFORE, be it resolved by the governing body of the County as follows:

ARTICLE II

CONDITIONS AND AGREEMENTS

Section 2.01. Appropriation. All monies required to be deposited in any funds and accounts established by this Resolution are hereby dedicated and appropriated to the payment of outstanding obligations properly chargeable against such funds and accounts when due and payable without further authorization from the governing body of the County.

Section 2.02. Expenditure and Accounting. Expenditure of monies from any funds and accounts established pursuant to this Resolution shall be made and accounted for by the officer or officers of the County empowered to expend and required to account for the expenditure of the County's funds.

Section 2.03. Official Certifications. The County authorizes its officers and the officers of Barnes County, North Dakota to furnish certified copies of all proceedings had with regard to the Bonds by its governing body. The County agrees to furnish additional certifications of its officers as are necessary to establish the validity of the Bonds, the tax-exempt status of interest payable thereon, the absence of litigation materially affecting the Bonds and any other certifications or information reasonably necessary to insure marketability and compliance with the conditions of underwriting. The County hereby authorizes and directs the Chairman of its Board of Commissioners and/or its auditor, unless specifically designated otherwise herein, to execute and deliver all such certifications and documents and do all such things necessary or convenient in the exercise of the powers granted to the County by NDCC Chapter 2103.

Section 2.04. Arbitrage Compliance. The County covenants that (i) it will restrict the use of the proceeds of the Bonds in such manner and to such extent as may be necessary, in view of the County's reasonable expectations at the time of issuance of the Bonds, so that the Bonds will not constitute "arbitrage bonds" under Section 148 of the Internal Revenue Code, as amended (the "Code") and regulations prescribed under such Section, and (ii) it will take all actions that may be required of it (including, without implied limitation, the timely filing of a federal information return with respect to the Bonds) so that the interest on the Bonds will be and remain excluded from gross income for federal income tax purposes, and will not take any actions which would adversely affect such exclusion.

Section 2.05. Bonds "Qualified Tax-Exempt Obligations". The County hereby designates the Bonds as "qualified tax-exempt obligations" under Section 265 of the Code relating to the deduction allowed financial institutions for interest expense allocable to tax-exempt interest. The County represents that: (i) the Bonds are not "private activity bonds" as defined in the Code; (ii) the reasonably anticipated amount of qualified tax-exempt obligations (other than "private activity bonds" except for "qualified 501(c)(3) bonds" as defined in the Code) which will be issued during calendar year 2009 does not exceed \$30,000,000; and (iii) not more than \$30,000,000 of "qualified tax-exempt obligations" will be designated by the County (including subordinate entities) for calendar year 2009.

Section 2.06. Filing With County Auditor. After final passage of this Resolution, the County Auditor will record it in the records and certify a copy and file the certified copy with the Barnes County Auditor and obtain from such officials certificates acknowledging filing of the Resolution and the year in which the tax levy for the Bonds will be first collected.

Section 2.07. Debt Limit Certification. The Bonds will be endorsed by the manual or facsimile signature of the County Auditor certifying that the Bonds are issued in accordance with law and are within the debt limit of the County.

Section 2.08. Custodian of Funds and Accounts. The County Auditor is hereby designated as the custodian of any funds and accounts established by this Resolution and is hereby authorized to take any action necessary to the levy and collection of taxes certified for collection by this Resolution.

Section 2.09. Tax Levies. A general tax direct, annual and irrevocable is hereby levied pursuant to the terms of NIICC. Section 21-03-15 in sufficient amount, and in amounts of not less than nor for fewer years than shown on Attachment 1 hereto, when taken together with any other monies provided from sources committed by the County for the express purpose of paying the interest on such Bonds as it falls due, and also to pay and discharge the principal thereof at maturity.

The County shall be without power and shall continue without power to repeal such levy or levies or to obstruct a collection of any such tax until payments have been made or provided for, except that if the governing body in any year makes an irrevocable appropriation to the Sinking Fund Account of monies actually on hand, or if there is on hand in the Sinking Fund Account an excess amount, the governing body may authorize the County Auditor to reduce by the amount so certified the amount otherwise to be included in the tax rolls next thereafter prepared.

ARTICLE III FUND AND ACCOUNTS

Section 3.01. Establishment of Fund. There is hereby established the Barnes County, North Dakota, General Obligation Bridge Bonds of 2009 Fund (the "Fund") which shall be held separate and distinct from all other funds to be used for the purposes for which it was borrowed and for no other purpose, except temporary investment, and as otherwise permitted by law and shall be held by the County Auditor on deposit with a qualified depository of public funds as provided by law. The Fund may be maintained either as a separate and special bookkeeping account on the official books and records of the County or as a separate bank account.

Section 3.02. Establishment of Accounts. There are hereby established within the Fund the following accounts:

Construction Account. The net proceeds (gross proceeds less the underwriter's discount) from the Bonds shall be deposited into the Construction Account, less any accrued or funded interest thereon which shall be deposited in the Sinking Fund Account, any additional monies pledged to defraying the construction cost and all administrative costs and fees incident to the construction and issuance, and any investment earnings on the Construction Account Payable from the Construction Account shall be the costs incidental to the construction and equipping of the Project and costs incidental to the issuance of the Bonds.

Sinking Fund Account. Into the Sinking Fund Account shall be deposited (i) any accrued interest and any funded interest on the Bonds when sold, (ii) any balances remaining in the Construction Account when it is determined unlikely that any additional cost properly payable from the Construction Account will arise, and (iii) all collections from the levy of the general taxes required by Section 2.09 of this Resolution and funds from any other source so appropriated by the governing body.

ARTICLE IV SALE OF BONDS

Section 4.01. Sale. As directed by the County, a Notice of Bond Sale was published in the Valley City Times-Record on September 3, 2009. The written bids received for the purchase of the Bonds are attached hereto as Attachment 4. All written bids received for the purchase of the Bonds, excepting the bid herein stated are hereby rejected, and the Bonds are sold to Dougherty & Company, LLC, Minneapolis, Minnesota (the "Underwriter") as the best responsible and most favorable bidder therefore, the sale to be subject to all of the terms and conditions set forth herein, in the notice of sale of the Bonds and in the accepted bid as noted in Attachment 4 hereto.

Section 4.02. Principal Amount. The total principal amount of the Bonds shall be Five Hundred Thousand Dollars (\$500,000).

Section 4.03. Denominations and Book Entry Registration. The Bonds shall be issued as book entry bonds as required by the Depository Trust Company ("DTC"), New York, New York, in the aggregate principal amount equal to the principal amount of the Bonds. The Bonds shall be registered in the name of Cede & Co., as nominee of the DTC and the Paying Agent shall treat the record owner as the absolute owner of the Bonds. So long as Cede & Co. is the registered owner of the Bonds, references herein to the Bondholder, owner, etc. shall mean Cede & Co. and shall not mean the beneficial owners of the Bonds. Sales by the purchaser of beneficial interest participations in the Bonds to beneficial owners will be limited to minimum denominations of five thousand dollars (\$5,000) or any integral multiple in excess thereof.

With respect to the Bonds registered in the registration books kept by the Paying Agent in the name of Cede & Co., as nominee of DTC, the County, and the Paying Agent shall have no responsibility or obligation to any Participant (as defined in the Blanket Issuer Letter of Representations previously entered into between the County and DTC) or to any person on behalf of which a Participant holds an interest in the Bonds. Without limiting the immediately preceding sentence, the County and the Paying Agent shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any Participant with respect to any ownership interest in the Bonds, (ii) the delivery to any Participant or any other person, other than a Bondholder, as shown in the registration books kept by the Paying Agent, of any notice with respect to the Bonds, including any notice of redemption, or (iii) the payment to any Participant or any other person, other than a Bondholder, as shown in the registration books kept by the Paying Agent, of any amount with respect to principal of, premium, if any, or interest on the Bonds. The County and the Paying Agent may treat and consider the person in whose name each Bond is registered in the registration books kept by the Registrar as the holder and absolute owner of such Bond for the purpose of registering transfers with respect to such Bond. The Paying Agent shall pay all principal of, premium, if any, and the interest on the Bonds only to or upon the order of the respective Bondholders, as shown in the registration books kept by the Paying Agent, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and

discharge the County's obligations with respect to payment of principal of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No person other than a Bondholder, as shown in the registration books kept by the Paying Agent, shall receive a certificated Bond evidencing the obligation of the County to make payments of principal, premium, if any, and interest pursuant hereto. Upon delivery by DTC to the Paying Agent of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede Co., and subject to the provisions herein with respect to record dates, the word "Cede & Co." shall refer to such new nominee of DTC.

The Blanket Issuer Letter of Representations has been executed by the County and has been filed with DTC. The County will secure the Paying Agent's representation that it will comply with the requirements of the DTC Operational Arrangements Memorandum dated December 12, 1994, as it may be amended from time to time.

DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the County and the Paying Agent. The County may terminate the services of DTC with respect to the Bonds if the County determines that: (i) DTC is unable to discharge its responsibilities with respect to the Bonds, or (ii) a continuance of the requirement that all of the outstanding Bonds be registered in the registration books kept by the Trustee in the name of Cede & Co., or any other nominee of DTC, is not in the best interest of the beneficial owners of the Bonds.

Upon the termination of the services of DTC with respect to the Bonds, or upon the discontinuance or termination of the services of DTC with respect to any portion of the Bonds pursuant to this section after which no substitute bond depository willing to undertake the functions of DTC hereunder can be found which, in the opinion of the County, is willing and able to undertake such functions upon reasonable and customary terms, the County is obligated to deliver Bond certificates to the Bondholders and the Bonds shall no longer be restricted to being registered in the registration books kept by the Paying Agent in the name of Cede & Co. as nominee of DTC, but may be registered in whatever name or names the Bondholders transferring or exchanging Bonds shall designate, in accordance with the provisions hereof.

Notwithstanding any other provision hereof to the contrary, so long as any Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to principal of, premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and give, respectively, in the manner provided in the Blanket Issuer Letter of Representations.

Section 4.04. Maturity. The Bonds shall mature serially.

Section 4.05. Numbering. The Bonds shall be numbered in consecutive numerical order from R-1 upwards as issued.

Section 4.06. Dates. The Bonds shall be dated October 1, 2009.

Section 4.07. Principal Maturities. The Bonds shall mature on May 1 in the years and in the amounts set forth in the Schedule of Maturities and Interest Rates attached as Attachment 2.

Section 4.08. Redemption. The Bonds shall not be subject to redemption and prepayment prior to the stated maturities.

Section 4.09. Registrar, Authenticating and Paying Agent, and Place of Payment. Starion Bond Services, Mandan, North Dakota is hereby appointed the sole Paying Agent for the Bonds. The place of payment of the principal or Redemption Price of and interest on the Bonds shall be the office of the Paying Agent. Interest on the Bonds and, upon presentation and surrender thereof, the principal thereof shall be payable in lawful money of the United States of America by wire transfer to DTC by Starion Bond Services, Mandan, North Dakota, as Bond Registrar, Authenticating and Paying Agent (the "Bond Registrar" or "Paying Agent"), or its successor.

Section 4.10. Preparation, Execution and Delivery. The Bonds shall be prepared under the supervision and at the direction of the County Auditor, sealed with the original or a facsimile seal of the County, executed by the manual or facsimile signature of the President of the Board of County Commissioners and attested to by the manual or facsimile signature of the County Auditor and delivered to the Purchaser at closing upon receipt of the purchase price plus any accrued interest. The Bonds shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under this Resolution until the Certificate of Authentication thereon shall have been executed by the Bond Registrar by manual signature of one of its authorized representatives. The Bonds shall be reproduced in substantially the form attached hereto as Attachment 3.

Section 4.11. Interest. The Bonds shall bear interest at the rates set forth in the Schedule of Maturities and Interest Rates attached hereto as Attachment 2. Interest shall be payable on May 1 and November 1 in each year, commencing May 1, 2010, to the person in whose name each Bond is registered at the close of business on the 15th day (whether or not a business day) of the immediately preceding month. Interest on the Bonds shall cease at maturity or on a date prior thereto on which they have been duly called for redemption unless the holder thereof shall present the same for payment and payment is refused.

Section 4.12. Source of Payment/Security. The Bonds are payable as to principal and interest from the Sinking Fund Account created by this Resolution, which Sinking Fund Account shall derive its revenues from the levy of a general obligation ad valorem tax against all the taxable property located within the boundaries of the County.

Section 4.13. Assignment. The Bonds are transferable upon the books of the County at the principal office of the Bond Registrar, by the registered owner thereof in person or by the owner's attorney duly authorized in writing upon surrender thereof together with a written instrument of transfer satisfactory to the Bond Registrar, duly executed by the registered owner or the owner's attorney; and may also be surrendered in exchange for Bonds of other authorized denominations. Upon such transfer or exchange, the County will cause a new Bond or Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange. No transfer of Bonds shall be required to be made during the fifteen days next preceding an interest payment date, nor during the forty-five (45) days next preceding the date fixed for redemption of Bonds.

Section 4.14. Discharge. When all of the Bonds, and the interest thereon, have been discharged as provided in this paragraph, all pledges, covenants and other rights granted by this Resolution shall cease. The County may discharge all Bonds and interest due on any date by depositing with the Paying Agent on or before that date a sum sufficient for the payment thereof in full; or if any Bond or interest thereon should not be paid when due, the same may nevertheless be discharged by depositing with the Paying Agent a sum sufficient for the payment thereof in full with interest accrued from the due date to the date of such deposit. The County may also discharge

all prepayable Bonds, if any, called for redemption on any date when they are prepayable according to their terms, by depositing with the Paying Agent on or before that date a sum sufficient for the payment thereof in full, provided that notice of the redemption thereof has been duly given as provided herein. The County may also discharge all Bonds at any time, by irrevocably depositing in escrow with an escrow agent, for the purpose of paying all principal and interest due on such Bonds prior to a date upon which all of the same will be prepayable according to their terms, and paying all remaining Bonds on that date, a sum of cash and securities of the same types described in NDCC Section 21-03-06(7)(c) in such aggregate amount, bearing interest at such rates and maturing or callable at the holder's option on such dates as shall be required to provide funds sufficient for this purpose; provided that notice of the redemption of all prepayable Bonds on or before such date has been duly given as required herein.

Dated at Valley City, North Dakota, this 15th day of September, 2009.

BARNES COUNTY, NORTH DAKOTA
/s/Rodger Berntson, Chairman
Board of County Commissioners
(SEAL)

Attest:
/s/Edward R. McGough
County Auditor

The governing body of the County acted on the foregoing resolution at a properly noticed meeting held in Valley City, North Dakota, on September 15, 2009, with the motion for adoption made by Cindy Schwehr and seconded by Rhiny Weber, and the roll call vote on the motion was as follows:

"Aye" Berntson, Opdahl, Schwehr, Weber, Froelich

"Nay" None

Absent None

Abstain None

/s/ Edward R. McGough, County Auditor

ATTACHMENT 1

TAX LEVY

	Year of Levy	Year of Collection	Levy*
	2009	2010	\$110,430
	2010	2011	\$113,465
	2011	2012	\$117,502
	2012	2013	\$120,582
	2013	2014	\$118,041

* Levy is ten percent greater than the amount of principal and interest due to accommodate the five percent discount for taxes paid prior to February 15th of each tax year and late payments.

ATTACHMENT 2

SCHEDULE MATURITIES AND INTEREST RATES

Year*	Amount	Interest Rate
2010	95,000	1.15%
2011	95,000	1.40%
2012	100,000	2.20%
2013	105,000	2.20%
2014	105,000	2.20%

*Principal installments payable on May 1 in the year indicated.

ATTACHMENT 3

BARNES COUNTY, NORTH DAKOTA (the "County"), acknowledges itself indebted and for value received hereby promises to pay to the Registered Holder the Principal Amount on the Maturity Date, unless redeemed prior thereto as provided in the Resolution at which time interest shall cease to accrue provided money for such redemption is on deposit with the Paying Agent, and to pay interest on the Principal Amount at the Interest Rate specified above from the Dated Date hereof to the Initial Interest Payment Date and on each Interest Payment Date thereafter including the Maturity Date. Such interest will be payable by wire transfer to DTC.

This book-entry bond is one of a duly authorized series of bonds of the County (the "**Bonds**") issued by the County in the aggregate principal amount of \$500,000 under and pursuant to North Dakota Century Code ("NDCC") Section 21-03-06(1)(6) and the Resolution Authorizing Issuance (the "**Resolution**") adopted by the County's governing body on September 15, 2009 for the purpose of funding bridge repair and construction and to pay costs of issuance. Capitalized terms used herein which are not specifically defined herein shall have the same meanings given to such terms in the Resolution. A copy of the Resolution is on file in the office of the County Auditor in Valley City, North Dakota.

The Bonds:

- (i) are transferable, as provided in the Resolution;
- (ii) are subject to optional redemption as provided in the Resolution; and
- (iii) shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Paying Agent.

Notwithstanding any other provisions herein set out, so long as Cede & Co. is the registered owner hereof, the provisions of the Blanket Issuer Letter of Representations previously entered into by and between the County and DTC shall be controlling as to the matters addressed therein and all the terms and provisions therein are incorporated herein as though fully set out herein.

The Bonds are payable from the Barnes County, North Dakota, General Obligation Bridge Bonds of 2009 Fund into which will be deposited tax collections from the ad valorem tax levied or to be levied for payment of the principal and interest on the Bonds. It is hereby recited that all acts conditions and things required by law to exist happen, and to be performed precedent to and in the issuance of the Bonds have existed, happened, and been performed in due time, form, and manner as required by law, and that the amount of the Bonds, together with all other indebtedness of the County, does

not exceed any limit prescribed by Article X Section 15 of the Constitution of the State of North Dakota or NDCC Section 21-03-04 and that provision has been made for the levy of a direct, annual, irrevocable tax sufficient to pay the principal of and interest on the Bonds as the same become due, except as funds may otherwise be provided for such purpose, and that the full faith and credit of the County is hereby pledged to the punctual payment of principal and interest on the Bonds.

IN WITNESS WHEREOF, the County has caused the Bonds to be executed in the name of the County and on its behalf by the facsimile signature of the Chairman of the Board of County Commissioners and the facsimile of its official seal to be imprinted hereon and attested to by the facsimile signature of the County Auditor.

BARNES COUNTY, NORTH DAKOTA

/s/ Rodger Berntson, Chairman
Board of County Commissioners

ATTEST:

/s/ Edward R. McGough
County Auditor

CERTIFICATE OF AUTHENTICATION
This is one of the Bonds delivered pursuant
to the Resolution mentioned within.
Starion Bond Services
Mandan, North Dakota
as Bond Registrar

Authorized Representative _____

STATE OF NORTH DAKOTA
COUNTY OF BARNES

I hereby certify that the Bonds are recorded in my office, are issued pursuant to law, and are within the debt limit of Barnes County, North Dakota.

Witness my hand as of the 1st day of October, 2009.

/s/ Edward R. McGough, County Auditor

I certify that the foregoing is a full and correct copy of the text of the legal opinion of bond counsel on the issue of Bonds of Barnes County, North Dakota, which includes the within Bond, rendered as of the date of the original delivery of and payment for the Bonds.

/s/ Edward R. McGough, County Auditor

- *1. Page 1 - Title 11, Counties, instead of Title 40, Cities
2. Page 6, Section 4.08, Redemption. We changed to conform to the Official Statement, which is how the bonds were sold. The Bonds are not subject to prepayment.
3. Attachment 3 - Caption. Barnes was misspelled.

Jon Cameron, Valley City Administrator, met with the Commission to encourage Barnes County's participation in recycling. Ed McGough, Auditor, was designated as contact person between the County and Valley Radiator and Recycling.

The Barnes County Compensation Committee met with the Commission to discuss the options they are presenting for 2010 salary increases.

Commissioner Froelich made a motion, seconded by Weber, to adjust Randy McClaffin's years of service to reflect a previous hire date of 8-1-81, a termination date of 1-2-2007, and transfer date of 6-11-07. Upon a roll call vote with all voting "yes," motion carried.

Leighton Smith, Woodland Park resident, expressed his concerns with the dike constructed along his yard and near his home, stating it has forced rainwater into his basement and that the problems will continue until the dike is removed. He was instructed to contact Rich Schueneman of the Corps of Engineers.

There being no further business to come before the Board, Commissioner Schwehr made a motion, seconded by Froelich, to adjourn. Motion carried.

Edward R. McGough
Barnes County Auditor

Rodger Berntson, Chairman
Barnes County Commission