

**MINUTES OF THE
OTTER TAIL COUNTY BOARD OF COMMISSIONERS
Government Services Center, Commissioners' Room
500 Fir Avenue W., Fergus Falls, MN
Tuesday, April 24, 2007
9:30 a.m.**

Call to Order

The Otter Tail County Human Services Board convened Tuesday, April 24, 2007, at 9:31 a.m. at the Otter Tail County Government Services Center with Commissioners Dennis Mosher, Chair; Bob Block, Roger Froemming, and Everett Erickson present. Vice-Chair, Syd Nelson, was absent.

Approval of Agenda

Motion by Froemming, second by Erickson, and unanimously carried to approve the Human Services Board Agenda of April 24, 2007, as mailed.

Approval of Minutes

Motion by Block, second by Froemming, and unanimously carried to approve the Human Services Board Minutes of April 10, 2007, as presented.

Court Services Department

Court Services Director, Chuck Kitzman, reported that he received notice that the County Probation Officer reimbursement for this year will be 38%. There is a legislative focus to provide \$600,000 in CPO reimbursement, which is in the Governor's proposal and would help meet the 50% reimbursement that is supposed to be provided by the State. Mr. Kitzman discussed other legislative initiatives including additional Caseload/Workload reduction dollars, alcohol legislation proposals, and S.F. No. 718 which relates to lowering the age of adult certification for juveniles.

Family Planning Grant Application

Public Health Director, Diane Thorson, requested approval to submit a joint Family Planning Grant Application with Mid-State Community Health Services. Motion by Froemming, second by Block, and unanimously carried to authorize the appropriate County officials' signatures to submit a joint Family Planning Grant Application with Mid-State Community Health Services to the Minnesota Department of Health.

**FOSTER CARE MONTH
Otter Tail County Resolution No. 2007 - 37**

Commissioner Froemming offered the following and moved its adoption:

WHEREAS, the family, serving as the primary source of love, identity, self-esteem and support, is the very foundation of our communities, our state, and our Country.

WHEREAS, in Otter Tail County licensed foster homes, there are over 30 children and youth in foster care being provided with a safe, secure, and stable home along with the compassion and nurture of a foster family, and

WHEREAS, Otter Tail County Human Services has licensed over 30 foster families, who have opened their homes and hearts to children whose families are in crisis, play a vital role helping children and families heal and reconnect and launching children into successful adulthood, and

WHEREAS, there are over 103 adults in licensed adult family foster care homes, and

WHEREAS, there are over 52 licensed adult family foster care providers, who have opened their homes to provide a family environment to individuals with developmental disabilities, mental illness or who are elderly, and

WHEREAS, there are numerous individuals, public and private organizations who work to increase public awareness of the needs of children and adults in foster care as well as the enduring and valuable contribution of foster care providers.

NOW, THEREFORE, we, the Otter Tail County Human Services Board, by virtue of the authority vested in us as County Commissioners of Otter Tail County, do hereby proclaim May as **FOSTER CARE MONTH** in Otter Tail County and urge all citizens to volunteer their talents and energies on behalf of children/adults in foster care, foster parents, and the professional staff working with them during this month and throughout the year.

Commissioner Erickson seconded the resolution which, upon being put to vote, was unanimously adopted.

Dated: _____ OTTER TAIL COUNTY HUMAN SERVICES BOARD

By: _____
Dennis R. Mosher, Human Services Board Chair

Attest: _____
Larry Krohn, Clerk

**OTTER TAIL COUNTY PROCLAMATION
FAMILY CHILD CARE PROVIDER WEEK
May 5 – 11, 2007
Otter Tail County Resolution No. 2007 - 38**

Commissioner Froemming offered the following and moved its adoption:

WHEREAS, Otter Tail County has over 145 licensed family child care providers; and

WHEREAS, Otter Tail County family child care providers serve approximately 1,500 children and their families; and

WHEREAS, children are Otter Tail County's most valuable asset and resource; and

WHEREAS, the care and education of Otter Tail County's children provided by licensed family child care givers is an invaluable occupation; and

WHEREAS, many Otter Tail County families choose child care outside their own home; and

WHEREAS, licensed family child care providers are highly competent, dedicated, caring, and concerned professionals.

NOW, THEREFORE, BE IT RESOLVED, That the Otter Tail County Board of Commissioners hereby proclaim the **week of May 5 – 11, 2007**, as Licensed Family Child Care Provider Week in Otter Tail County, in honor of its many licensed family child care providers, and asks the community to join in recognizing the valuable contributions these family child care providers make to our community

Adopted this 24th day of April 2007

Commissioner Erickson seconded the resolution which, upon being put to vote, was unanimously adopted.

Dated: _____ OTTER TAIL COUNTY HUMAN SERVICES BOARD

By: _____
Dennis R. Mosher, Human Services Board Chair

Attest: _____
Larry Krohn, Clerk

Human Services Quarterly Fiscal Report

Human Services Director, John Dinsmore, presented a 2007 Budget Overview. Total Agency expenses at the end of the first quarter in 2007 were reported as \$16,604,498.00 with total revenues reported as \$16,604,499.00. Mr. Dinsmore noted that some delayed revenue payments from the State will be received in the next few months.

Human Services Contract Approval

Motion by Block, second by Erickson, and unanimously carried to authorize the Chairman's signature to modify a Contract, for the period of January 1, 2007 through December 31, 2007, between the County of Otter Tail and Productive Alternatives, Inc. to increase funding for sheltered employment and supported employment and follow-up services.

Bills & Claims

Motion by Erickson, second by Froemming, and unanimously carried to approve the Human Services bills and claims as presented.

Adjournment

At 10:24 a.m., Chairman Mosher declared the meeting of the Otter Tail County Human Services Board adjourned until 9:30 a.m. on Tuesday, May 8, 2007.

Dated: _____ OTTER TAIL COUNTY HUMAN SERVICES BOARD

By: _____
Dennis R. Mosher, Human Services Board Chair

Attest: _____
Larry Krohn, Clerk

Call to Order

The Otter Tail County Board of Commissioners convened Tuesday, April 24, 2007, at 10:48 a.m. at the Otter Tail County Government Services Center with Commissioners Dennis Mosher, Chair; Bob Block, Roger Froemming, and Everett Erickson present. Vice-Chairman, Syd Nelson, was absent.

Approval of Agenda

Motion by Block, second by Froemming, and unanimously carried to approve the County Board agenda of April 24, 2007, as presented.

Approval of Minutes

Motion by Froemming, second by Erickson, and unanimously carried to approve the County Board minutes of April 17, 2007, as mailed.

Approval to Pay Bills

Motion by Erickson, second by Block, and unanimously carried to approve payment of the County Board bills per Attachment A of these minutes.

Reclassifications

Motion by Erickson, second by Mosher, and unanimously carried to approve reclassifications in the Sheriff's Department as recommended by Government Management Group, with affected payroll changes made for the non-union positions effective December 1, 2006.

Staffing – Sheriff's Department

Motion by Block, second by Froemming, and unanimously carried to approve advertising to develop an eligibility list for hiring Correction Officers.

800 MHz Radio Board

Sheriff, Brian Schlueter, submitted a Joint Powers Agreement entitled "Central Minnesota Regional Radio Board" developed by the Central Minnesota Regional Advisory Committee dated February 2007. He explained that there is a requirement, by 2012, for the radios to be changed to a different frequency. By joining this Joint Powers Radio Board, everyone in the State will be on the same system without having to phase in the system. Mr. Schlueter also noted that if the County joins, the County is not obligated to implement the program. One requirement of joining would be for a Commissioner to serve on the Joint Powers Radio Board. Motion by Block, second by Erickson, and unanimously carried to authorize the Sheriff to join the 800 MHz Central Minnesota Regional Radio Board as recommended.

4-H Update

4-H Educator, Tammy Nordick, briefed the Board on Project Days, Master Gardeners' Projects, and the value of volunteers.

Planning Commission Recommendations

Conditional Use Permit – Jon & Lola Bachmann:

Motion by Erickson, second by Froemming, and unanimously carried to approve a Conditional Use Permit to operate a Bed & Breakfast as presented. The property is described as Pt GL 5, (5.40 AC), Section 1 of Gorman Township; Little Dead (3-160), NE.

Preliminary Plat & Conditional Use Permit – "Sunset View Estates"/Dead Lake Properties LLC:

Motion by Froemming, second by Block, and unanimously carried to approve the Preliminary Plat known as "Sunset View Estates" consisting of 3 single family residential lots and to approve a Conditional Use Permit to construct a road to service the lots with conditions as recommended by the Planning Commission. The property is described as Lot 9 & N 3.12 AC of Lot 8 & W 2 rods of Lot 8 ex N 408.5', Section 26 of Dead Lake Township; Dead Lake (56-383), NE.

Conditional Use Permit – MJB-PLB Investments, LLP & Mike & Peggy Bullinger:

Motion by Erickson, second by Block, and unanimously carried to approve a Conditional Use Permit for topographical alterations for landscape work with conditions as recommended by the Planning Commission. The property is described as Pelican Point Lots 10 & 11 Blk 1 & Vac Rd adj, Lots 12, 13 & N 33.4' of Lot 14 Blk 1 & Vac Rd adj and Pt Lot 6, Section 4 of Dunn Township; Pelican Lake (56-786), GD.

Conditional Use Permit – Dora Township:

Motion by Erickson, second by Froemming, and unanimously carried to approve a Conditional Use Permit for a road project with conditions as recommended by the Planning Commission. The property is described as Sybil Lake Road from Co Hwy 35 East to Lone Pine Road, North on Lone Pine Road

to development road, South side of Sybil to cul-de-sac on East end, Sections 1, 11 & 12 of Dora Township; McCollum Lake (56-500), NE.

Conditional Use Permit – Young Life Castaway Club:

Motion by Erickson, second by Block, and unanimously carried to approve a Conditional Use Permit to replace some existing buildings as presented. The property is described as Pt of SL A & B, Lot 1 of SL A of GL 1 ex trs, W 2.08 AC of SL B ex W 150', Section 3 and Beg 478.5' N of M.C. 49, (.07 AC), Robinswood, all ex Lot A & Pelican Heights Sub Div, Lot 5 Blk 4, Section 2 of Dunn Township; Pelican Lake (56-786), GD.

Conservation Easement – Palms of Lida First Addition

Motion by Erickson, second by Froemming, and unanimously carried to accept the Special Protection Easement (File #2005-2120) for the Palms of Lida First Addition as presented.

Recess

At 11:37 a.m., Chairman Mosher declared the meeting of the Otter Tail County Board of Commissioners recessed for lunch break.

Reconvene – Public Hearing

At 1:22 p.m., Chairman Mosher declared the meeting of the Otter Tail County Board of Commissioners reconvened for purposes of conducting a Public Hearing to issue Tax Abatement Bonds to finance solid waste disposal facilities.

Pursuant to due call and notice thereof, a meeting of the Board of Commissioners of Otter Tail County, Minnesota, was duly held at the County Government Services Center in Fergus Falls, Minnesota, on Tuesday, April 24, 2007 at 10:45 O'clock A.M.

The following members were present: Commissioners Everett Erickson, Roger Froemming, Bob Block, and Dennis Mosher.

and the following were absent: Commissioner Syd Nelson

* * * * *

Following a public hearing, the Chair announced that the meeting was open for the purpose of considering proposals for the purchase of \$5,245,000 General Obligation Tax Abatement Bonds, Series 2007B and \$765,000 Taxable General Obligation Tax Abatement Bonds, Series 2007C. Proposals were submitted for each series as shown in Exhibit A attached hereto.

* * * * *

Commissioner Block introduced the following written resolution and moved its adoption:

RESOLUTION AWARDDING SALE OF \$5,245,000 GENERAL OBLIGATION TAX ABATEMENT BONDS, SERIES 2007B AND \$765,000 TAXABLE GENERAL OBLIGATION TAX ABATEMENT BONDS, SERIES 2007C, FIXING THE FORM AND SPECIFICATIONS THEREOF, PROVIDING FOR THEIR EXECUTION AND DELIVERY, AND PROVIDING FOR THEIR PAYMENT

Otter Tail County Resolution No. 2007-34

A. WHEREAS, the Board of Commissioners hereby determines and declares that it is necessary and expedient to issue \$5,245,000 aggregate principal amount General Obligation Tax

Abatement Bonds, Series 2007B (the "Series 2007B Bonds") and \$765,000 Taxable General Obligation Tax Abatement Bonds, Series 2007C (the "Series 2007C Bonds" and, together with the Series 2007B Bonds, the "Bonds" or individually, a "Bond"), pursuant to Minnesota Statutes, Chapter 475 and Sections 469.1812 through 469.1815, particularly Section 469.1814, to finance a portion of the cost of the solid waste disposal facilities (the "Facilities") to be acquired and installed in the 55 million nameplate capacity ethanol plant (the "Project") to be operated by Otter Tail Ag Enterprises, LLC (the "Company"); and

B. WHEREAS, the County has heretofore established a tax abatement program (the "Program") pursuant to the provisions of Minnesota Statutes, Sections 469.1812 through 469.1815, with respect to providing for the abatement of property taxes for a period of ten years on various properties in the County, as described in the resolution adopted by the Board of Commissioners on July 5, 2006, approving the Program (the "Abatement Resolution"); and

C. WHEREAS, the amount of the property taxes abated are estimated to be at least equal to the principal amount of the Bonds and, pursuant to the provisions of the Abatement Resolution, funds are to be expended to provide money to pay for Project; and

D. WHEREAS, additional costs of the Facilities are to be financed by the issuance of \$20,000,000 Subordinate Exempt Facility Revenue Bonds, Series 2007A (Otter Tail Ag Enterprises, LLC Ethanol Plant Project) (the "Revenue Bonds") pursuant to a Trust Indenture dated as of May 1, 2007 (the "Indenture") between the County and U.S. Bank National Association (the "Trustee"); and

E. WHEREAS, the Facilities are to be leased by the County to the Company;

F. WHEREAS, the County has retained Ehlers & Associates, Inc., in Roseville, Minnesota, as its independent financial advisor for the sale of the Bonds and is therefore authorized to sell the Bonds by private negotiation in accordance with Minnesota Statutes, Section 475.60, Subdivision 2(9) and proposals to purchase the Bonds have been solicited by Ehlers; and

G. WHEREAS, the proposals set forth on Exhibit A attached hereto were received at the offices of Ehlers at 10:00 a.m. this same day pursuant to the Terms of Proposal established for each series of the Bonds; and

H. WHEREAS, it is in the best interests of the County that the Bonds be issued in book-entry form as hereinafter provided; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Otter Tail County, Minnesota, as follows:

1. Award of Sale. The proposal of Piper Jaffray & Co. to purchase the \$5,245,000 General Obligation Tax Abatement Bonds, Series 2007B of the County is hereby found and determined to be a favorable proposal, and shall be and is hereby accepted, said proposal being to purchase Series 2007B Bonds maturing and bearing interest as set forth in paragraph 2 at a price of \$5,261,830.94 plus accrued interest.

2. Series 2007B Bond Terms. The Series 2007B Bonds shall be in the aggregate principal amount of \$5,245,000, be dated May 22, 2007, bear interest at the rates per annum according to years of maturity set forth below, computed on the basis of a 360-day year of twelve 30-day months, payable February 1, 2008 and semiannually thereafter on February 1 and August 1 in each year, and mature serially on February 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>
2010	\$200,000	4.05%	2015	\$565,000	4.30%
2011	480,000	4.10%	2016	590,000	4.35%
2012	500,000	4.15%			
2013	520,000	4.20%			
2014	540,000	4.25%	2019	1,850,000	5.00%

The 2019 maturities are subject to mandatory sinking fund redemption on February 1 in the years and amounts as follows: \$615,000 in 2017, \$640,000 in 2018, and \$595,000 at maturity in 2019. All Series 2007B Bonds maturing on or after February 1, 2018, are subject to redemption and prior payment in whole or in part in such order as the County may determine and by lot within a maturity at the option of the County on February 1, 2017, and any date thereafter at par and accrued interest. In the event of redemption by lot of Series 2007B Bonds of like maturity, the Bond Registrar shall assign to each Series 2007B Bond of such maturity then outstanding a distinctive number for each \$5,000 of the principal amount of such Series 2007B Bonds and shall select by lot in the manner it determines the order of numbers, at \$5,000 for each number, for all outstanding Series 2007B Bonds of like maturity. The order of selection of Series 2007B Bonds to be redeemed shall be the Series 2007B Bonds to which were assigned numbers so selected, but only so much of the principal amount of each Series 2007B Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. The Series 2007B Bonds shall be numbered R-1 upwards in order of issuance or in such other order as the Registrar may determine and shall be in the denomination of \$5,000 each or any integral multiple thereof not exceeding the amount maturing in any year.

3. The proposal of BBT Capital Markets Fixed Income Group to purchase the \$765,000 Taxable General Obligation Tax Abatement Bonds, Series 2007C of the County is hereby found and determined to be a favorable proposal, and shall be and is hereby accepted, said proposal being to purchase Bonds maturing and bearing interest as set forth in paragraph 2 at a price of \$764,023.75 plus accrued interest.

4. The Series 2007C Bonds shall be in the aggregate principal amount of \$765,000, to be dated May 1, 2007, bear interest at the rates per annum according to years of maturity set forth below, computed on the basis of a 360-day year of twelve 30-day months, payable February 1, 2008 and semiannually thereafter on February and August 1 in each year, and mature serially on February 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Interest Rate</u>
2009	\$440,000	5.10%
2010	325,000	5.10%

The 2007C Bonds are without option of prior payment.

5. Registrar and Paying Agent. The Bonds shall be payable as to principal upon presentation at the main office of Bond Trust Services Corporation, as Registrar and Paying Agent, or at the offices of such other successor agents as the County may hereafter designate upon 60 days' mailed notice to the registered owners at their registered addresses. Interest shall be paid by check or draft of the Registrar mailed to the registered owners at their addresses shown on the registration books of the County on the 15th day of the month preceding each interest payment date.

6. Bond Form. The Bonds, the Registrar's Certificate of Authentication and Registration and the form of assignment shall be in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF OTTER TAIL

No. R_ §

[TAXABLE] GENERAL OBLIGATION
TAX ABATEMENT BOND, SERIES 2007[B] [C]

Interest Rate Maturity Date Date of Original Issue CUSIP

May 22, 2007

Registered Owner:

Principal Amount:

The County of Otter Tail, Minnesota, for value received, hereby promises to pay to the Registered Owner specified above, or registered assigns, the Principal Amount specified above on the Maturity Date specified above, upon the presentation and surrender hereof, and to pay to the Registered Owner hereof interest on such Principal Amount at the Interest Rate specified above from May 22, 2007, or the most recent interest payment date to which interest has been paid or duly provided for as specified below, on February 1 and August 1 of each year, commencing February 1, 2008, until said principal amount is paid. Principal is payable in lawful money of the United States of America at the office of Bond Trust Services Corporation, in Roseville, Minnesota, as Registrar or of a successor Registrar designated by the County, which designation shall be made upon notice of 60 days to the Registered Owners at their registered addresses. Interest is payable on February 1, 2008, and each February 1 and August 1 thereafter, by check or draft mailed to the person in whose name this Bond is registered at the close of business on the 15th day of the month preceding each interest payment date (whether or not a business day) at the registered owner's address set forth on the registration books maintained by the Registrar. Any such interest not punctually paid or provided for will cease to be payable to the owner of record as of such regular record dates and such defaulted interest may be paid to the person in whose name this Bond shall be registered at the close of business on a special record date for the payment of such defaulted interest established by the Registrar. For the prompt and full payment of such principal and interest as the same become due, the full faith, credit and taxing powers of the County have been and are hereby irrevocably pledged.

[The Bonds of this series maturing on or after February 1, 2018, are subject to redemption at the option of the County, in whole or in part in such order as the County may determine and by lot within a maturity, on February 1, 2017 and any date thereafter at par and accrued interest. Thirty days' notice of prior redemption will be given by mail to the bank where the Bonds are payable and to the registered owners in the manner provided by Chapter 475, Minnesota Statutes. Any defect in mailing notice of redemption shall not affect the validity of the proceedings for redemption. Any Bond called for redemption, and for the payment of which moneys are set aside by the County on the redemption date, shall not bear interest after the redemption date, regardless of any delay in its presentation.]

This Bond is one of an issue of Bonds in the aggregate principal amount of \$5,245,000 [765,000], all of like date and tenor except as to maturity, interest rate, and redemption privilege, issued pursuant to and in full conformity with the Constitution and Laws of the State of Minnesota, including Section 469.1814, Minnesota Statutes, for the purpose of providing funds for the solid waste

disposal facilities to be leased to Otter Tail Ag Enterprises, LLC (the "Company") pursuant to a Lease Agreement dated as of May 1, 2007 (the "Lease"). The Bonds of this issue are payable primarily from certain tax abatements retained by the County under its Tax Abatement Program approved on July 5, 2006, but this Bond constitutes a general obligation of the County and to provide moneys for the prompt and full payment of said principal and interest as the same become due the full faith and credit of the County is hereby irrevocably pledged, and the County will levy ad valorem taxes on all taxable property in the County, if required for such purpose, without limitation as to rate or amount.

This Bond is transferable, as provided by the Resolution of the Board of County Commissioners authorizing the issuance of the Bonds of this series adopted April 24, 2007 (the "Resolution") only upon books of the County kept at the office of the Registrar by the Registered Owner hereof in person or by the Registered Owner's duly authorized attorney, upon surrender of this Bond for transfer at the office of the Registrar, duly endorsed by, or accompanied by a written instrument of transfer in form satisfactory to the Registrar duly executed by, the Registered Owner hereof or the Registered Owner's duly authorized attorney, and, upon payment of any tax, fee or other governmental charge required to be paid with respect to such transfer, one or more fully registered Bonds of the series of the same principal amount, maturity and interest rate will be issued to the designated transferee or transferees. The Registered Owner of this Bond may be treated as the absolute owner hereof for all purposes.

The Bonds of this series are issuable only as fully registered bonds without coupons in denominations of \$5,000 or any integral multiple thereof not exceeding the principal amount maturing in any one year. As provided in the Resolution and subject to certain limitations therein set forth, the Bonds of this series are exchangeable for a like aggregate principal amount of Bonds of this series of a different authorized denomination, as requested by the Registered Owner or the Registered Owner's duly authorized attorney upon surrender thereof to the Registrar.

IT IS HEREBY CERTIFIED AND RECITED that this Bond is issued by authority of and in strict accordance with Minnesota Statutes, Chapter 475 and Section 469.1814, that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to happen and to be performed precedent to and in the issuance of this Bond have been done, have happened and have been performed in regular and due form, time and manner as required by law and that this Bond, together with all other indebtedness of the County outstanding on the date of its issuance, does not exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose until the Certificate of Authentication and Registration hereon shall have been signed by the Registrar.

IN WITNESS WHEREOF, Otter Tail County, Minnesota, by its Board of Commissioners, has caused this Bond to be executed in its behalf by the facsimile signature of the Chair and by the facsimile signature of the County Coordinator, all as of the Date of Original Issue specified above.

Dated:

OTTER TAIL COUNTY

By

(Facsimile Signature)
Chair, Board of County Commissioners

(Facsimile Signature)
County Coordinator

Registrar's Certificate of Authentication and Registration

This is one of the Bonds described in the within mentioned Resolution, and this Bond has been registered as to principal and interest in the name of the Registered Owner identified above.

Bond Registrar

By _____
Authorized Signature

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ (Please Print or Typewrite Name and Address of Transferee) the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated:

Please Insert Social Security Number
or Other Identifying Number
of Assignee

Notice: The signature to this assignment
must correspond with the name as it
appears on the face of this Bond in every
particular, without alteration or any change
whatever.

Signature Guaranteed:

Signatures must be guaranteed by a national bank or trust company or by a brokerage firm having membership in one of the major stock exchanges.

7. Execution and Delivery. The Bonds shall be prepared in printed form under the direction of the County Coordinator and when so prepared shall be executed on behalf of the County by the manual or facsimile signature of the Chair and by the manual or facsimile signature of the County Coordinator. The Bonds shall not be valid for any purpose until authenticated by the Registrar. The Bonds initially issued hereunder shall be registered as of May 22, 2007, and all Bonds issued in exchange therefor shall be registered as of such date, or, if issued after the first payment date, as of the most recent interest payment date on which interest was paid or duly provided for. When the Bonds shall have been so prepared and executed, they shall be delivered to the purchaser by the County Coordinator or the Coordinator's designee(s) upon receipt of the purchase price and accrued interest and the signed legal opinion of Faegre & Benson LLP, as Bond Counsel, and the purchaser shall not be required to see to the proper application of the proceeds.

8. Registration and Transfer. As long as any of the Bonds issued hereunder shall remain outstanding, the County shall maintain and keep at the office of the Registrar an office or agency for the payment of the principal of and interest on the Bonds, as in this Resolution provided, and for the registration and transfer of the Bonds, and shall also keep at the office of the Registrar books for such registration and transfer. Upon surrender for transfer of any Bond at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's duly authorized attorney, and upon payment of any tax, fee or other governmental charge required to be paid with respect to such transfer, the County shall execute and the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more fully

registered Bonds of the same series and maturity date, of any authorized denominations of a like aggregate principal amount, maturity and interest rate. The Bonds, upon surrender thereof at the office of the Registrar, may at the option of the registered owner thereof be exchanged for an equal aggregate principal amount of Bonds of the same maturity date and interest rate of any authorized denominations. In all cases in which the privilege of exchanging Bonds or transferring fully registered Bonds is exercised, the County shall execute and the Registrar shall deliver Bonds in accordance with the provisions of this Resolution. For every such exchange or transfer of Bonds, whether temporary or definitive, the County or the Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Notwithstanding any other provision of this Resolution, the cost of preparing each new Bond upon each exchange or transfer, and any other expenses of the County or the Registrar incurred in connection therewith (except any applicable tax, fee or other governmental charge) shall be paid by the County. The County and the Registrar shall not be required to make any transfer or exchange of any Bonds during the fifteen (15) days next preceding any February 1 or August 1 interest payment date.

9. Payment. Interest on any Bond which is payable, and is punctually paid or duly provided for, on any interest payment date shall be paid to the person in whose name that Bond (or one or more Bonds for which such Bond was exchanged) is registered at the close of business on the 15th day of the month preceding such interest payment date. Any interest on any Bond which is payable, but is not punctually paid or duly provided for, on any interest payment date shall forthwith cease to be payable to the registered holder on the relevant regular record date solely by virtue of such holder having been such holder; and such defaulted interest may be paid by the County in any lawful manner, if, after notice given by the County to the Registrar of the proposed payment pursuant to this paragraph, such payment shall be deemed practicable by the Registrar. Subject to the foregoing provisions of this paragraph, each Bond delivered under this Resolution upon transfer of or in exchange for or in lieu of any other Bond shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond and each such Bond shall bear interest from such date that neither gain nor loss in interest shall result from such transfer, exchange or substitution.

10. Ownership of Bonds. As to any Bond, the County and the Registrar and their respective successors, each in its discretion, may deem and treat the person in whose name the same for the time being shall be registered as the absolute owner thereof for all purposes and neither the County nor the Registrar nor their respective successors shall be affected by any notice to the contrary. Payment of or on account of the principal of any such Bond shall be made only to or upon the order of the registered owner thereof, but such registration may be changed as above provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

11. Book-Entry. (a) For purposes of this paragraph 9, the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Bond, the person recorded as the beneficial owner of such Bond by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

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

"Representation Letter" shall mean the Blanket Letter of Representation from the County to DTC, which shall be executed in substantially the form on file.

(b) The Bonds shall be initially issued as separate authenticated fully registered bonds, and one Bond shall be issued in the principal amount of each stated maturity of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the bond register of the County kept by the Registrar in the name of Cede & Co., as nominee of DTC. The Registrar and the County may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to registered owners of Bonds under this Resolution, registering the transfer of Bonds, and for all other purposes whatsoever; and neither the Registrar nor the County shall be affected by any notice to the contrary. Neither the Registrar nor the County shall have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any Participant, or any other person which is not shown on the registration books of the Registrar as being a registered owner of any Bonds, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Bonds, with respect to any notice which is permitted or required to be given to owners of Bonds under this Resolution, with respect to the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the Bonds, or with respect to any consent given or other action taken by DTC as registered owner of the Bonds. The Registrar shall pay all principal of and interest on the Bonds only to Cede & Co. in accordance with the Representation Letter, and all such payments shall be valid and effective to fully satisfy and discharge the County's obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid. No person other than DTC shall receive an authenticated Bond for each separate stated maturity evidencing the obligation of the County to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Bonds will be transferable to such new nominee in accordance with subparagraph (e) hereof.

(c) In the event the County determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bond certificates, the County may notify DTC and the Registrar, whereupon DTC shall notify the Participants, of the availability through DTC of Bond certificates. In such event, the Bonds will be transferable in accordance with subparagraph (f) hereof. DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the County and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Bonds will be transferable in accordance with subparagraph (e) hereof.

(d) Notwithstanding any other provision of this Resolution apparently 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 the principal of and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, to DTC as provided in the Representation Letter.

(e) The application of the terms of the Representation Letter to the Bonds is hereby confirmed. The Representation Letter incorporate by reference certain matters with respect to, among other things, notices, consents and approvals by registered owners of the Bonds and Beneficial Owners and payments on the Bonds. The Registrar shall have the same rights with respect to its actions thereunder as it has with respect to its actions under this Resolution.

(f) In the event that any transfer or exchange of Bonds is permitted under subparagraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar from the registered owners thereof of the Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of paragraph 6 hereof.

12. Fund and Accounts. There is hereby created a special fund to be designated the "General Obligation Tax Abatement Bonds, Series 2007 Fund" (the "Fund") to be administered and maintained by the County Treasurer as a bookkeeping account separate and apart from all other funds maintained in the official financial records of the County. The Fund shall be maintained in the manner herein specified until the Bonds have been fully paid and the County has been fully reimbursed from the pledge of Tax Abatements for payment of the principal and interest on the Bonds paid by the County from taxes levied on property in the County other than the Project. There shall be maintained in the Fund the following separate accounts:

(a) Equipment Account. To the Equipment Account of the Project Fund held by the Trustee under the Indenture there shall be credited \$5,000,000 of the proceeds of the sale of the Bonds. From the Account there shall be paid all costs and expenses of the Facilities. Amounts in the Equipment Account shall be disbursed as provided in the Lease and Indenture.

(b) Debt Service Account. To the Debt Service Account there is hereby pledged and irrevocably appropriated and there shall be credited: (i) Tax Abatements in an amount sufficient, together with other sums herein pledged, to pay the annual principal and interest payments on the Bonds; (ii) capitalized interest in the amount of \$327,464.05 (together with interest earnings thereon and subject to such other adjustments as are appropriate to provide sufficient funds to pay interest due on the Bonds on or before August 1, 2008); (iii) accrued interest received upon delivery of the Bonds; (iv) any collections of all taxes herein or hereafter levied for the payment of the Bonds and interest hereon; (v) all funds remaining in the Construction Account after completion of the Project and payment of the costs thereof; (vi) interest earnings on funds held in the Equipment Account and Reserve Account; and (vii) any and all other moneys which are property available and are appropriated by the governing body of the County to the Debt Service Account. The Debt Service Account shall be used solely to pay the principal and interest and any premiums for redemption of the Bonds and any other general obligation bonds of the County hereafter issued by the County and made payable from said account as provided by law.

(c) Reserve Account. To the Reserve Account there shall be credited \$601,078.33 from the proceeds of the sale of the Bonds. The balance in the Reserve Account shall be deemed to be the sum of all cash and the cost of all securities held in the account. Whenever any moneys constituting the Reserve Account shall be used to pay principal or interest on the Bonds, the Reserve Account shall be restored from the next available Tax Abatements. In no event may moneys in the Reserve Account be used to fund the Debt Service Account so long as there are sufficient Tax Abatements therefore. The Reserve Account shall be used only when and if moneys in the Debt Service Account or other moneys available therefor are insufficient to pay principal and interest on the Bonds; provided, however, that the moneys in the Reserve Account may be used to prepay the Bonds, when such prepayment will retire all of the Bonds then outstanding.

13. Tax Abatements; Use of Tax Abatements. As provided in clause (b) hereof, the Board has adopted the Abatement Resolution and has thereby approved the Tax Abatements, including the pledge thereof to the payment of the Bonds. The Board hereby confirms the Abatement Resolution, which is hereby incorporated as though set forth herein.

14. Reservation of Rights. Notwithstanding any provisions herein to the contrary, the County reserves the right to terminate, reduce, or apply to other lawful purposes the Tax Abatements

herein pledged to the payment of the Bonds and interest thereon to the extent and in the manner permitted by law.

15. Coverage Test. The Tax Abatements are such that if collected in full they will produce at least five percent in excess of the amount needed to meet when due the principal and interest payments on the Bonds. Consequently, no taxes are levied at the present time.

16. General Obligation Pledge. For the prompt and full payment of the principal of and interest on the Bonds as the same respectively become due, the full faith, credit and taxing powers of the County shall be and are hereby irrevocably pledged. If the balance in the Debt Service Account is ever insufficient to pay all principal and interest then due on the Bonds payable therefrom, the deficiency shall be promptly paid out of any other accounts of the County which are available for such purpose, and such other funds may be reimbursed without interest from the Debt Service Account when a sufficient balance is available therein.

17. Continuing Disclosure. The County is the sole obligated person with respect to the Bonds. The County hereby agrees, in accordance with the provisions of Rule 15c2-12 (the "Rule"), promulgated by the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, to perform its obligations under the Continuing Disclosure Certificate (the "Certificate") attached to the official statement.

The Chair and County Coordinator of the County, or any other officer of the County authorized to act in their place (the "Officers") are hereby authorized and directed to execute on behalf of the County the Certificate in substantially the form presented to the Board of Commissioners subject to such modifications thereof or additions thereto as are (i) consistent with the requirements under the Rule, (ii) required by the Purchaser of the Bonds, and (iii) acceptable to the Officers.

18. Authorization of Lease, Mortgage, Disbursing Agreement, Intercreditor Agreement and Incidental Documents. The form of the proposed Lease Agreement between the County and Company, the Disbursing Agreement among the County, the Company and AgStar Financial Services, PCA ("AgStar"), the Indenture and the Intercreditor Agreement between the County and AgStar are hereby approved and the Board Chair and Coordinator of the County are authorized to execute the same and such other documents as Bond Counsel consider appropriate for in connection with the issuance of the Bonds, in the name of and on behalf of the County. The approval hereby given to the various documents referred to herein includes approval of such additional details therein as may be necessary and appropriate and such modifications thereof, deletions therefrom and additions thereto as may be necessary and appropriate and approved by the County Coordinator, the County's legal counsel and the Authority officials authorized herein to execute said documents prior to their execution; and said Authority officials are hereby authorized to approve said changes on behalf of the Authority. The execution of any instrument by the appropriate officer or officers of the Authority herein authorized shall be conclusive evidence of the approval of such documents in accordance with the terms hereof.

19. Payment of Issuance Expenses. The County authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to U.S. Trust Company, N.A., Minneapolis, Minnesota on the closing date for further distribution as directed by Ehlers.

20. Certificates. The County Coordinator and County Auditor is authorized and directed to prepare and furnish to the purchaser and to the attorneys approving the Bonds, certified copies of all proceedings and records relating to the issuance of the Bonds, and to the right, power and authority of the County and its officers to issue the same, and said certified copies and certificates shall be deemed the representations of the County as to all matters stated therein.

21. Filing. The officers of the County are hereby authorized and directed to prepare and furnish to the Secretary of the Treasury a statement meeting the information reporting requirements of Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code"), by the 15th day of the second calendar month after the close of the calendar quarter in which the Bonds are issued.

22. Tax Covenants. The County shall not take or permit any action that would cause the Series 2007B Bonds to fail to qualify as solid waste disposal bonds within the meaning of Section 142 of the Code and shall enforce the provisions of the Lease relating thereto. In addition, the County shall make no investment of funds that would cause the Series 2007B Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code and regulations thereunder. The County Coordinator is authorized to make any elections available to the County under Section 148 of the Code and regulations thereunder. All terms used in this paragraph 20 shall have the meanings provided in the Code and regulations thereunder.

23. Registration. The County Auditor shall register the Bonds in his office as required by law.

The motion for the adoption of the foregoing resolution was duly seconded by Commissioner Froemming and upon vote being taken thereon the following voted in favor thereof: Commissioners Erickson, Froemming, Block, and Mosher

and the following voted against the same: None

whereupon said resolution was declared duly passed and adopted.

Dated: _____

OTTER TAIL COUNTY BOARD OF COMMISSIONERS

By: _____

Dennis R. Mosher, Board of Commissioner Chair

Attest: _____

Larry Krohn, Clerk

Award of Bonds - Law Enforcement Operations Center

After 1:40 p.m., Chairman Mosher opened the meeting for the Bond Issue for the Sheriff's Dept Operations Center in Ottertail City. Present at the meeting in addition to the Otter Tail County Board, was the Otter Tail County Housing & Redevelopment Authority (HRA) Board, who were also in session for the bond issue for the Operations Center Building in Ottertail City.

Pursuant to due call and notice thereof, a meeting of the Board of Commissioners of Otter Tail County, Minnesota, was duly held at the Otter Tail County Courthouse, 500 Fir Avenue West, in Fergus Falls, Minnesota, on Tuesday, the 24th day of April, 2007 at 10:45 o'clock A.M.

The following members were present: Commissioners Erickson, Block, & Mosher

and the following were absent: Commissioners Nelson & Froemming

* * *

* * *

* * *

Commissioner Erickson introduced the following written resolution and moved its adoption:

A RESOLUTION PROVIDING FOR THE FINANCING OF
LAW ENFORCEMENT FACILITIES; AUTHORIZING
EXECUTION AND DELIVERY OF A GROUND LEASE AND
A LEASE AGREEMENT; APPROVING BOND RESOLUTION AND
LEVYING TAXES FOR PAYMENT OF RENT UNDER LEASE AGREEMENT
Otter Tail County Resolution No. 2007 - 35

BE IT RESOLVED By the Board of Commissioners (the "County Board") of Otter Tail County, Minnesota (the "County"), as follows:

1. Authority. The County is authorized pursuant to Section 641.24, Minnesota Statutes, to enter into a lease with the Otter Tail County Housing and Redevelopment Authority (the "Authority"), whereby the Authority will construct a law enforcement center and finance such construction by the issuance of revenue bonds under Minnesota Statutes, Chapter 469. The County will lease from the Authority the site and improvements for a term and upon rentals sufficient to provide revenue for the prompt payment of the bonds and all interest accruing thereon, and, upon completion of payment, will acquire title thereto.

2. Authorization of Bonds; Documents Presented. The Authority proposes to issue on behalf of the County \$5,590,000 in aggregate principal amount of its Law Enforcement Lease Revenue Bonds (Otter Tail County Unlimited Tax Obligation), Series 2007D, dated May 1, 2007 (the "Bonds") to finance law enforcement facilities approved by the County (the "Project") for use by the sheriff and other law enforcement agencies. Forms of the following documents relating to the Bonds and the Project have been submitted to the Board of Commissioners and are now on file in the office of the County Auditor:

(a) Ground Lease, dated as of May 1, 2007 (the "Ground Lease"), between the County and the Authority, whereby the County leases the land underlying the Project to the Authority;

(b) Lease Agreement, dated as of May 1, 2007 (the "Lease"), between the Authority and the County, providing for construction of the Project and leasing the Project to the County under terms requiring the County to pay rent sufficient to pay principal and interest on the Bonds when due;

(c) Bond Resolution to be adopted by the Authority (the "Bond Resolution"), setting forth the terms of the Bonds and pledging the rent derived from the Lease to the payment of the Bonds;

(d) Bid Form, dated April 24, 2007, submitted by Piper Jaffray & Co. (the "Purchaser"), to the Authority, describing the terms under which the Purchaser has agreed to purchase the Bonds; and

(e) Official Statement, dated April 12, 2007.

3. Approval and Execution of Ground Lease and Lease. The Ground Lease and the Lease are hereby approved. The Chair of the County Board (the "Chair") and the County Auditor are hereby authorized and directed to execute and deliver the Ground Lease and the Lease. The Ground Lease and the Lease shall be substantially in the forms on file with the County Auditor with such necessary and appropriate variations, omissions and insertions as permitted or required, or as the Chair, in his discretion, shall determine, and the execution thereof by the Chair and the County Coordinator shall be conclusive evidence of such determination.

4. Approval of Bid. The Bid submitted by the Purchaser is hereby determined to be a favorable offer for the purchase of the Bonds. The County hereby requests the Authority to accept the Bid as submitted and proceed with the issuance of the Bonds as contemplated by the Bond Resolution.

5. Approval of Official Statement. The County hereby approves the form of the Official Statement and hereby ratifies and confirms its use and distribution by the Purchaser in connection with the sale of the Bonds.

6. Approval of Bond Resolution. The County hereby approves the form of the Bond Resolution, the terms of the Bonds described therein and the execution and delivery thereof by the Authority.

7. Tax Levy. In order to provide monies for the payment of the rent due pursuant to Section 5.2(a) of the Lease, the County hereby pledges to the payment thereof the taxes hereby levied. There is hereby levied upon all of the taxable property in the County a direct annual ad valorem tax which shall be spread upon the tax rolls and collected with and as part of other general property taxes in the County for the years and in the amounts as follows:

<u>Levy Year</u>	<u>Collection Year</u>	<u>Amount Levied</u>
2007	2008	\$523,530.00
2008	2009	522,480.00
2009	2010	521,010.00
2010	2011	524,370.00
2011	2012	521,850.00
2012	2013	524,160.00
2013	2014	525,840.00
2014	2015	526,890.00
2015	2016	527,310.00
2016	2017	532,350.00
2017	2018	531,300.00
2018	2019	534,870.00
2019	2020	537,600.00
2020	2021	539,490.00
2021	2022	540,540.00

Said tax levies are such that if collected in full they will produce at least five percent (5%) in excess of the amount needed to meet when due the rent payments under the Lease. Said tax levies shall be irrevocable until expiration of the term of the Lease; provided that such levies may be canceled or reduced to the extent that sufficient monies are on deposit in the Bond Fund and available as a credit against rent due in the years of collection thereof pursuant to the Lease.

The full faith, credit and taxing powers of the County shall be and are hereby irrevocable pledged for the prompt and full payment of the rent payments under the Lease, as the same respectively become due and payable, and to the extent not paid from revenues and the taxes hereby levied, the County shall levy additional ad valorem taxes on all taxable property in the County, if necessary, to pay rent when due.

8. Registration Certificate. A certified copy of this resolution shall be filed with the County Auditor, together with such other information as the County Auditor shall require, and the County Auditor shall issue a certificate that the Lease has been entered in such Auditor's Bond Register.

9. Confirmation of Levies. The County shall annually, in each of the years 2007 through 2022, confirm the amount of the levy to be spread upon the tax rolls for that year, with the adjustments permitted by paragraph 7.

10. Authorized County Representative. The County Coordinator is hereby designated and authorized to act on behalf of the County as the Authorized County Representative, as defined in the Lease.

11. Effective Date. This resolution shall be in full force and effect from and after its passage.

The motion for the adoption of the foregoing resolution was duly seconded by Commissioner Block and upon vote being taken thereon the following voted in favor thereof: Commissioners Erickson, Block, & Mosher

The following voted against the same: None

Dated: _____

OTTER TAIL COUNTY BOARD OF COMMISSIONERS

By: _____

Dennis R. Mosher, Board of Commissioner Chair

Attest: _____

Larry Krohn, Clerk

HRA Meeting Resolution

The HRA Board took action to adopt a Bond Issuance Resolution for \$5,590,000 to finance the Sheriff's Operations Center. The HRA Board meeting was adjourned at 2:03 p.m.

Pursuant to due call and notice thereof, a meeting of the Board of Commissioners of Otter Tail County, Minnesota, was duly held at the County Government Services Center in Fergus Falls, Minnesota, on Tuesday, April 24, 2007 at 10:45 o'clock A.M.

The following members were present: Commissioners Erickson, Block, & Mosher and the following were absent: Commissioner Nelson & Froemming

* * * * *

The Chair announced that the meeting was open for the purpose of approving the issuance and sale of Subordinate Exempt Facility Revenue Bonds, Series 2007A (Otter Tail AG Enterprises, LLC Ethanol Plant Project), and authorizing execution and delivery of documents related thereto.

* * * * *

Commissioner Block introduced the following written resolution and moved its adoption:

RESOLUTION APPROVING THE ISSUANCE AND SALE OF
SUBORDINATE EXEMPT FACILITY REVENUE BONDS, SERIES
2007A (OTTER TAIL AG ENTERPRISES, LLC ETHANOL PLANT
PROJECT), AND AUTHORIZING EXECUTION AND DELIVERY OF
DOCUMENTS RELATED THERETO
Otter Tail County Resolution No. 2007 - 36

BE IT RESOLVED by the Board of Commissioners of Otter Tail County, Minnesota as follows:

1. Authority. The County has been requested to issue one or more series of its Subordinate Exempt Facility Revenue Bonds Series 2007A (Otter Tail Ag Enterprises, LLC Ethanol Plant Project) (as defined in the Indenture, the "Bonds"), on behalf of Otter Tail Ag Enterprises, LLC, a Minnesota limited liability company (the "Company"), pursuant to (a) its authority under Minnesota Statutes, Sections 469.152 to 469.165, as amended (the "Act"), and (b) an Indenture of Trust, dated as of May 1, 2007 (the "Indenture"), between the County and U.S. Bank National Association, as Trustee (the "Trustee")

2. Public Hearing. The County conducted a public hearing (the "Public Hearing"), on July 5, 2006, on the Company's proposal that the County issue the Bonds to finance a portion of the costs of certain solid waste disposal facilities (the "Equipment") as part of the ethanol plant being constructed by the Company (the "Project").

3. Documents Presented. Forms of the following documents relating to the Bonds have been submitted to the County and are now on file in the County's offices:

(a) a Lease Agreement (the "Lease"), dated as of May 1, 2007, between the County and the Company, whereby the County has agreed to lease the Equipment to the Company and the Company has agreed, among other things, to make the lease payments described therein.

(b) the Indenture, authorizing the issuance and setting the terms of the Bonds and pledging the revenues to be derived from the Lease as security for the Bonds, and setting forth proposed recitals, covenants and agreements relating thereto;

(c) a Mortgage, Security Agreement, and Assignment of Leases and Rents (the "Mortgage"), dated as of May 1, 2007, from the Company to the County, by which the Company grants to the County a subordinate mortgage lien on, a security interest in, and an assignment of leases and rents of, the Company's interest in the Mortgaged Property (as defined therein);

(d) a Bill of Sale (the "Bill of Sale"), dated as of May 1, 2007, from the Company to the County, by which the Company conveys to the County its interest in the Equipment, subject to a prior lien in favor of other lenders to the Project;

(e) a Bond Purchase Agreement (the "Bond Purchase Agreement"), between the County, the Company, and Oppenheimer & Co., Inc. (the "Underwriter") (the documents described in (a) through (e) above being the "Bond Documents");

(f) a Guaranty (the "Guaranty"), dated as of May 1, 2007, from the Company to the Trustee, guaranteeing payment of principal and interest on the Bonds; and

(g) a form of the Official Statement (the "Official Statement"), to be completed, describing the offering of the Bonds and certain terms and provisions of the documents recited herein.

4. Authorization of Bonds. The County hereby authorizes the issuance of the Bonds under the Act and the Indenture, the sale of the Bonds to the Underwriter in accordance with the Bond Purchase Agreement and the use of the proceeds of the Bonds to the Company in accordance with the Lease.

5. Authorization of Documents Presented. The forms of the Bond Documents, are approved, with such additions or modifications thereto and deletions therefrom as may be approved by the Chair and County Coordinator prior to the execution and delivery thereof, such approval to be conclusively evidenced by the execution and delivery thereof by the appropriate officers of the County.

6. Execution and Delivery of Bonds. The County is hereby authorized to issue one or more series of Bonds in an aggregate principal amount not to exceed \$20,000,000, in the form and upon the terms set forth in the Indenture, which terms are for this purpose incorporated in this resolution (the "Final Resolution") and made a part hereof; provided, however, that the maturities of the Bonds, the interest rates thereon, the numbering, and the rights of optional redemption with respect thereto shall all be as set forth in the final form of Indenture to be approved, executed and delivered by the officers of the County authorized to do so by the provisions of this Final Resolution, which approval shall be conclusively evidenced by such execution and delivery; and provided further that, in no event, shall such maturities exceed 13 years or such rates of interest produce a true interest cost in excess of 9.00% per annum. The Underwriter has agreed pursuant to the provisions of the Bond Purchase Agreement, and subject to the conditions therein set forth, to purchase the Bonds at the purchase price set forth in the Bond Purchase Agreement, and said purchase price is hereby accepted. The Chair and County Coordinator and other officers of the County are authorized in their discretion, at such time, if any, as they may deem appropriate, to execute the Bonds as prescribed in the Indenture and to deliver them to the Trustee, together with a certified copy of this Final Resolution and the other documents required by Section 2.08 of the Indenture, for authentication, registration and delivery to the Underwriter.

7. Execution and Delivery of Bond Documents. The Chair and County Coordinator are hereby authorized in their discretion at such time, if any, as they may deem appropriate, to execute and deliver the Bond Documents in the name and on behalf of the County.

8. Official Statement. The County hereby consents to the completion of the Official Statement and its circulation by the Underwriter in offering the Bonds for sale and the completion of a final form of the Official Statement to reflect the final terms of the Bonds and the foregoing described agreements; provided, however, that the County has not been requested to and has not participated in the preparation of the Official Statement or reviewed or verified the information in the Official Statement and takes no responsibility for and makes no representations or warranties as to, the accuracy, sufficiency or completeness of such information or the information to be included in the final form of the Official Statement.

9. Certificates, etc. The Chair and County Coordinator are authorized in their discretion, at such time, if any, as they may deem appropriate, to prepare and furnish to bond counsel and the purchaser of the Bonds, when issued, certified copies of all proceedings and records of the County relating to the Bonds, and such other affidavits and certificates as may be required to show the facts appearing from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the County as to the truth of all statements contained therein.

10. Nature of County's Obligations. No covenant, stipulation, obligation, representation, or agreement herein contained or contained in the Bonds or the Bond Documents shall be deemed to be a covenant, stipulation, obligation, representation, or agreement of any Council member, officer, agent, or employee of the County in that person's individual capacity, and neither the Council nor any officer or employee executing the Bonds or such documents shall be liable personally on the Bonds or be subject to any representation, personal liability or accountability by reason of the issuance thereof. No provision, representation, covenant or agreement contained in the Bonds or in any other document related to the Bonds, and no obligation therein or herein imposed upon the County or the breach

thereof, shall constitute or give rise to a general or moral obligation of the County or any charge upon its general credit or taxing powers. In making the agreements, provisions, covenants and representations set forth in the Bonds or in any other document related to the Bonds, the County has not obligated itself to pay or remit any funds or revenues, other than the Trust Estate described in the Indenture.

11. Payment of Costs. All costs incurred by the County in connection with the issuance, sale and delivery of the Bonds and the execution and delivery of the documents referred to above or any other agreement or instrument relative to the Bonds, whether or not actually issued or delivered, such as costs of publication of legal notices, have been agreed by the Company to be paid by the Company or reimbursed by the Company to the County.

12. Authorized Officers. The Bonds, the Bond Documents and any other documents referred to herein are authorized to be executed on behalf of the County by its Chair and County Coordinator; provided that in the event any of the officers of the County authorized to execute documents on behalf of the County under this Final Resolution shall have resigned or shall for any reason be unable to do so, the deputy or acting Chair and County Coordinator, is hereby directed and authorized to do so on behalf of the County, with the same effect as if executed by any officer specifically authorized to do so in the Indenture or this Final Resolution.

13. Appointment of Trustee. The Trustee is hereby appointed as Trustee, Paying Agent and Bond Registrar for the Bonds.

14. Effective Date. Be It Further Resolved that this Final Resolution shall be in full force and effect immediately from and after its passage.

The motion for the adoption of the foregoing resolution was seconded by Commissioner Erickson and upon a vote being taken thereon the following voted in favor thereof: Commissioners Erickson, Block & Mosher

and the following voted against the same: None

Dated: _____

OTTER TAIL COUNTY BOARD OF COMMISSIONERS

By: _____

Dennis R. Mosher, Board of Commissioner Chair

Attest: _____

Larry Krohn, Clerk

Bond Purchase Agreement

Motion by Block, second by Erickson, and unanimously carried to authorize the Chairman's signature to execute the Bond Purchase Agreement dated April 25, 2007 and entitled "Subordinate Exempt Facility Revenue Bonds, Series 2007A (Otter Tail Ag Enterprises, LLC Ethanol Plant Project)".

Agreement for Work Release Program

Motion by Erickson, second by Block, and unanimously carried to authorize the Chairman's signature to execute a Master Joint Powers Agreement between State of Minnesota and the County of Otter Tail for the Minnesota Department of Corrections Work Release Program effective from July 1, 2007 through June 30, 2008.

Staffing – Land & Resource Department

Motion by Erickson, second by Block, and unanimously carried to approve summer staffing for the Biological Controls Program funded by a grant from the U.S. Fish & Wildlife Service as requested by the Land & Resource Director.

Motion by Block, second by Erickson, and unanimously carried to approve summer staffing for the Sewer Abatement Program as requested by the Land & Resource Director.

Motion by Erickson, second by Block, and unanimously carried to authorize the Land & Resource Director to reorganize the Land & Resource Department to reduce an Inspector position and add a Permit Technician II position, which would not require field duty responsibilities.

Joint Board Meeting – Long Prairie

Motion by Erickson, second by Block, and unanimously carried to approve the Minutes of the Joint Otter Tail, Todd, Wadena, and Stearns County Boards held on April 4, 2007 in Long Prairie, MN, as presented by the County Coordinator.

Liquor License Application

Motion by Erickson, second by Block, and unanimously carried to approve the following application for license:

Zorbaz	Seasonal & Sunday Liquor
Otter Tail Lake	

Closed to the Public

At 2:50 p.m., Chairman Mosher declared the meeting of the Otter Tail County Board of Commissioners closed to the public for purposes of discussing labor negotiation strategies relative to the Public Health Nursing Unit, the Non-Licensed Supervisory Unit (Sheriff's Dept.), and the Facilities Maintenance Group. Present were Commissioners Erickson, Block, and Mosher, the County Attorney, County Coordinator, and Recording Secretary.

Adjournment

Upon conclusion of the closed session at 3:06 p.m., Chairman Mosher declared the meeting of the Otter Tail County Board of Commissioners adjourned until 9:30 a.m. on Tuesday, May 1, 2007.

Dated: _____

OTTER TAIL COUNTY BOARD OF COMMISSIONERS

By: _____
Dennis R. Mosher, Board of Commissioners Chair

Attest: _____
Larry Krohn, Clerk

WARRANTS APPROVED ON 4/24/2007 FOR PAYMENT 4/24/2007	
<u>VENDOR NAME</u>	<u>AMOUNT</u>
A'VIANDS LLC	2.00
AMERICAN INSTITUTIONAL SUPPLY	207.28
RYAN ANDERSON	157.49
APPLIED CONCEPTS INC	5,613.00
ARVIG COMMUNICATION SYSTEMS	200.00
BACHMAN PRINTING COMPANIES	1,347.71
BATTLE LAKE STANDARD	64.47
BAUCK PAINT & SUPPLY	61.65
BCA ST OF MN	520.00
BLUFFTON OIL COMPANY	2,067.61
CABELA'S INC	482.73
CALIBRATIONS INC	245.04
CITICORP VENDOR FINANCE INC	189.86
CITIZENS ADVOCATE	143.10
CONVERGENT STORAGE SOLUTIONS	6,035.77
COOPERS TECHNOLOGY GROUP	1,296.17
CRYSTAL PIERZ MARINE	15,304.05
CUTLER MAGNER COMPANY	3,100.07
DACOTAH PAPER COMPANY	76.33
DAIRYLAND	51.12
DEX MEDIA EAST	19.95
KATHY DOMHOLT	18.96
ROBERT EHLERT	83.62
FERGUS FALLS NEWSPAPERS INC	88.83
FERRELLGAS	82.52
FOTH & VAN DYKE	10,050.80
GALL'S INC	470.13
GODFATHERS EXTERMINATING INC	205.55
GOVERNMENT MANAGEMENT GROUP	1,200.00
GR GRAPHICS INC ST LOUIS	217.64
GRAFF ENTERPRISES INC	173.69
LARRIS GREWE	17.93
PATRICK GRIFFIN	13.55
SHELDON HOLM	246.39
THE HOME SHOPPE	717.88
THE INDEPENDENT	93.45
INSIGHT PUBLIC SECTOR	7,561.50
INTERSTATE INC	80.59
JON JACKSON	1,167.83
JACOBSON CONSTRUCTION	240.00
LARRY JOHNSON	90.00
KEEPRS INC CY'S UNIFORMS	263.33
KELLY SERVICES INC	2,768.46
LARRY KROHN	119.79
LAKE REGION HEALTHCARE CORP	250.00
LAKELAND MENTAL HEALTH CENTER	2,823.00
LARRY OTT INC TRUCK SERVICE	520.00
LOCATORS & SUPPLIES INC	245.93
M-R SIGN COMPANY INC.	7.99
MATTHEW BENDER & COMPANY INC	119.00
MCHRMA	80.00
MERITCARE MEDICAL GROUP	124.25
METRO SALES INC	289.00
MICRO AGE	1,282.31
MIDWEST PRINTING CO	239.63
MINN KOTA COMMUNICATIONS INC	511.20
MN ASSOC OF CO ADMINISTRATORS	210.00
MN MOTOR COMPANY	58.26
MN OFFICE OF ENTERPRISE TECHNO	1,200.00
MN SHERIFFS' ASSOCIATION	1,125.00
MODERN ASSEMBLIES INC	28.50
KURT MORTENSON	353.44

NAPA FERGUS FALLS	15.59
NELSON BROS PRINTING	22.50
NELSON DODGE GMC	85.19
NICE THREADS INC	104.00
NW REGIONAL DEVELOPMENT COMMIS	10,704.00
OFFICE DEPOT	153.43
OFFICEMAX CONTRACT INC	33.82
OTTER TAIL CO TREASURER	359.26
OTTERTAIL TRUCKING INC	5,676.30
OVERHEAD DOOR DOCTOR	99.00
OVERLAND MECHANICAL SERVICES	5,299.99
PAMIDA PHARMACY	5,589.95
PERHAM SAND & GRAVEL	95.40
PITNEY BOWES	1,462.25
PRODUCTIVE ALTERNATIVES INC	109.59
QUALIFICATION TARGETS	197.67
RAY'S OIL COMPANY	1,165.97
THE RENTAL STORE	35.00
SEWER SERVICE	75.00
DAVID SILLERUD	133.37
SOUTHTOWN C-STORE	71.34
SPRINT	680.69
STEINS INC	392.20
JAMES STEWART	7.44
STOLPMAN LAW OFFICE	43.68
STOP-N-GO STORES INC	29.43
STREICHERS	35.95
SWANSTON EQUIPMENT CORP	199.43
TNT REPAIR INC	239.38
UNIFORMS UNLIMITED	1,091.16
UNIVERSITY OF MN	255.00
VICTOR LUNDEEN COMPANY	6.04
VIKING COCA-COLA	147.90
WADENA MEDICAL CENTER LTD	42.40
WCM TASK FORCE	5,000.00
WEST PAYMENT CENTER	201.25
**** FINAL TOTAL.....	<u>\$112,485.92 ****</u>