

Meeting of the Board of Trustees
Iowa Public Agency Investment Trust

The quarterly and annual meeting of the Board of Trustees was held on November 2, 2022 at the offices of Iowa League of Cities in Des Moines, Iowa, audio virtual connection was provided via Microsoft Teams. Jarret Heil, Chair and Trustee, called the meeting to order at 10:31 a.m. Present were:

Trustees and Officers:

Jarret Heil, Chair and Trustee
Mark Roberts, Vice Chair and Trustee
Craig Anderson, Trustee
Jeff Nemmers, Trustee (Phone)
Dan Zomermaand, Trustee
Brent Hinson, Trustee-elect

Ex-Officio Officers:

Alan Kemp, Secretary and Executive Director
Troy DeJooode, Assistant Secretary and Executive Director
William Peterson, Treasurer and Executive Director

Legal Counsel: Kristin Billingsley Cooper, Ahlers & Cooney, P.C.

PMA Financial: Charlie Czachor, Paul Kruse, Anita Tracy, Lori Ragus, Kendra Shelland, and Ben Nordin

KPMG: Holly Engelhart

Chair Heil asked for a motion to approve the minutes of the August 31, 2022 Meeting of the Board of Trustees. Upon a motion made by Anderson and seconded by Zomermaand, the agenda was approved:

RESOLVED, that the minutes of the Meeting of the Board of Trustees held on August 31, 2022 in the form presented to the meeting, be, and they hereby are approved.

Chair Heil next asked Ms. Billingsley Cooper for the Election of Trustee. The Board of Trustees are being asked to elect Trustee as nominated by their respective Association. The trustees traditionally serve three-year terms in each office, with annual reappointment. Upon a motion made by Anderson and seconded by Roberts, the Board unanimously approved the following resolutions:

RESOLVED, that the Trustees hereby elect Brent Hinson as a Trustee to serve the remainder of Michelle Weidner's three-year term ending in 2023.

Chair Heil next asked for the Secretary's report. Secretary Kemp provided an overview of monthly meetings of the Executive Directors and Service Providers. On a motion made by Nemmers and seconded by Zomermaand, the Board unanimously approved the following resolution:

RESOLVED, that the Trustees received the Secretary's report for the quarter ending September 30, 2022.

Chair Heil next asked for the Treasurer's report. Bill Peterson presented and reviewed the administrative budget vs actual information. On a motion made by Roberts and seconded by Zomermaand, the Board unanimously approved the following resolution:

RESOLVED, that the Trustees received the Treasurer's report for the quarter ending September 30, 2022.

Chair Heil next asked for the report of Legal Counsel from Kristen. Ms. Billingsley Cooper gave the legal report. Upon motion duly made by Anderson and seconded by Nemmers, the following resolutions were unanimously adopted:

RESOLVED, that the Trustees received the Report of Legal Counsel for the quarter ending September 30, 2022.

Chair Heil asked for the marketing report. Paul Kruse reviewed the marketing information. There being no further discussion, upon a motion made by Roberts and seconded by Zomermaand, the following resolution was unanimously adopted:

RESOLVED, that the Trustees received the Marketing Report for the quarter ended September 30, 2022.

Chair Heil next asked for the Advisor's report. Kendra Shelland and Ben Nordin presented a market outlook reviewed the information in the Advisor section, including the stress test results for the portfolio. After discussion by the Board, upon a motion duly made by Anderson and seconded by Nemmers, the following resolutions were unanimously adopted:

RESOLVED, that the Trustees received the Advisor's Report for the quarter ended September 30, 2022; and

FURTHER RESOLVED, that the board of trustees accepts and approves all transactions for the Diversified Portfolio for the quarter ended September 30, 2022; and

FURTHER RESOLVED, that the composition of the portfolio as to market value per share as to daily average portfolio maturity for the Diversified Portfolio for the quarter ended September 30, 2022, be approved as presented.

Chair Heil next asked for the Administrator's report. Charlie Czachor reviewed the financial statements and the compliance certifications. There being no further discussion, upon a motion duly made by Roberts and seconded by Zomermaand, the following resolutions were unanimously adopted:

RESOLVED, that the financial statements for the Diversified Portfolio for the period ended September 30, 2022, be approved as presented; and

FURTHER RESOLVED, that the Board of Trustees, upon review of the reports of distribution of fees for the Diversified Portfolio for the period ended September 30, 2022, finds that fees are in accordance with the Sponsorship Agreement as approved October 25, 2017, and approves their payment; and

FURTHER RESOLVED, that the Board of Trustees, upon review of the reports of the FTA fees for the period ended September 30, 2022, finds that payments are in

accordance with the respective Service Provider and Sponsorship Agreement, and approves their payment; and

FURTHER RESOLVED, that the Board of Trustees declares a cash dividend payable as of the date of this resolution to unit holders of record, consisting of the net income of the trust since its inception; that the Board of Trustees ratifies and confirms payments made prior to this date; and that the Board of Trustees declares, as of 3:00 p.m., Central Standard Time, on each business day hereafter until the next regular meeting of the Board of Trustees the payment of a dividend to participants of record immediately before 3:00 p.m., Central Standard Time, consisting of the net income of the trust, since the previous business day. For the purpose of calculating dividends, the net income of the trust consists of any discount or premium to the date of maturity, less accrued expenses of the trust, and pursuant to the administrator agreement, the administrator is authorized and directed to make payment of continuing dividends, in additional units of the trust on a monthly basis.

Chair Heil next asked for the Compliance report. Lori Ragus provided the report and noted that there were no incidents of non-compliance as reflected in the report found behind Tab 8 for the quarter ending September 30, 2022. There being no further discussion, upon a motion duly made by Nemmers and seconded by Anderson, the following resolution was unanimously adopted:

RESOLVED, that the Trustees approved the compliance report for the quarter ending September 30, 2022.

Chair Heil next asked for the Custodian's report. Jennifer Vucinovich and Debra Spencer provided a custodian update and noted there were no items of concern. Upon a motion duly made by Zomermaand and seconded by Anderson, the following resolution was unanimously adopted:

RESOLVED, that the Trustees receive the Custodian's report for the quarter ending September 30, 2022.

There being no Old Business Chair Heil turned to New Business and asked Kristen Billingsley Cooper to discuss the Executive Committee Charter. Upon motion duly made by Anderson and seconded by Nemmers, the Trustees unanimously approved the following resolution:

RESOLVED, that the Trustees accept and approve the Executive Committee Charter.

Chair Heil then asked Kristen Billingsley Cooper to discuss the IPAIT Investment Policy and the Investment Policy for the IPAIT Administrative Fund. Upon motion duly made by Zomermaand and seconded by Nemmers, the Trustees unanimously approved the following resolution:

RESOLVED, that the Trustees accept and approve the IPAIT Investment Policy and the Investment Policy for the IPAIT Administrative Fund.

Chair Heil then asked Kristen Billingsley Cooper and Kendra Shelland to review the IPAIT Shadow Pricing Policy – Amortized Cost Method of Portfolio Valuation. Upon motion duly made by Nemmers and seconded by Roberts, the Trustees unanimously approved the following resolution:

RESOLVED, that the Trustees accept and approve the IPAIT Shadow Pricing Policy – Amortized Cost Method of Portfolio Valuation.

Chair Heil asked Holly Engelhart to review the Eide Bailly Engagement Letter. Upon motion duly made by Zomermaand and seconded by Roberts, the Trustees unanimously approved the following resolution:

RESOLVED, that the Trustees accept and approve the Terms of Engagement letter dated October 11, 2022 by and between the Iowa Public Agency Investment Trust and Eide Bailly.

Chair Heil next asked Mr. Czachor to discuss the review and approval of Repurchase Agreement Counterparties. Upon motion duly made by Anderson and seconded by Nemmers, the Trustees unanimously approved the following resolution:

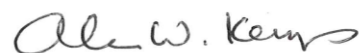
RESOLVED, that PMA Asset Management be, and hereby is, authorized to enter into repurchase agreements, including tri-party repurchase agreements, on behalf of IPAIT, with the bank and non-bank dealers included in materials presented at this meeting in accordance with Iowa law.

Chair Heil then asked Mr. Czachor to discuss the review and approval of financial depositories. Upon a motion duly made by Anderson and seconded by Roberts, the following resolution was unanimously adopted:

RESOLVED, that the Trustees determine that the certificates of deposit issued by Iowa Banks as set forth in the schedule of investments and investment transactions are first tier securities and that the list of banks approved for issuing the certificates of deposit present minimal risk of default based upon PMA's credit analysis for the quarter ended September 30, 2022.

Chair Heil referred the Trustees to the future meeting dates. The January 2023 meeting was rescheduled to 1/25/23 due to conflicts with the new county officer's school. The meeting adjourned at 11:31 a.m.

IOWA PUBLIC AGENCY INVESTMENT TRUST



Alan Kemp, Secretary