

1 **WASHINGTON COUNTY, WISCONSIN**

2
3 Date of enactment: 8/14/12
4 Date of publication: 8/14/12

5 VOTE

6 **2012 RESOLUTION 25**

7
8 **Resolution Authorizing the Issuance and Sale of**
9 **\$3,290,000 Taxable General Obligation Refunding Bonds**

10
11 **WHEREAS**, on July 10, 2012, the County Board of Supervisors of Washington County,
12 Wisconsin (the "County") adopted a resolution entitled: "Resolution Providing for the Sale of
13 Approximately \$3,300,000 Taxable General Obligation Refunding Bonds and Authorizing the
14 Prepayment of 2007 State Trust Fund Loan (Cabela's Project)" (the "Set Sale Resolution")
15 providing for the sale of approximately \$3,300,000 Taxable General Obligation Refunding
16 Bonds (the "Bonds") for the public purpose of refunding obligations of the County, including
17 interest on them, specifically, the State Trust Fund Loan dated August 23, 2007 (the "State Trust
18 Fund Loan") (hereinafter the refinancing of the State Trust Fund Loan shall be referred to as the
19 "Refunding"); and

20
21 **WHEREAS**, the Set Sale Resolution also authorized the prepayment of the State Trust
22 Fund Loan and directed the Finance Director to take such actions as were necessary to give
23 notice of the prepayment to the State of Wisconsin Board of Commissioners of Public Lands;
24 and

25
26 **WHEREAS**, the County Board of Supervisors deems it to be necessary, desirable and in
27 the best interest of the County to refund the State Trust Fund Loan for the purpose of achieving
28 debt service cost savings; and

29
30 **WHEREAS**, due to certain provisions contained in the Internal Revenue Code of 1986,
31 as amended, it is necessary to issue the Bonds on a taxable rather than tax-exempt basis; and

32
33 **WHEREAS**, pursuant to the Set Sale Resolution, the County has directed Robert W.
34 Baird & Co. Incorporated ("Baird") to take the steps necessary to sell the Bonds; and

35
36 **WHEREAS**, Baird, in consultation with the officials of the County, prepared an Official
37 Notice of Sale (a copy of which is attached hereto as Exhibit A and incorporated herein by this
38 reference) setting forth the details of and the bid requirements for the Bonds and indicating that
39 the Bonds would be offered for public sale; and

40
41 **WHEREAS**, the County Clerk (in consultation with Baird) caused notice of the sale of
42 the Bonds to be published and/or announced and caused the Official Notice of Sale to be
43 distributed to potential bidders offering the Bonds for public sale; and

1 **WHEREAS**, the County has duly received bids for the Bonds as described on the Bid
2 Tabulation attached hereto as Exhibit B and incorporated herein by this reference (the "Bid
3 Tabulation"); and

4 **WHEREAS**, it has been determined that the bid proposal (the "Proposal") submitted by
5 the financial institution listed first on the Bid Tabulation fully complies with the bid
6 requirements set forth in the Official Notice of Sale and is deemed to be the most advantageous
7 to the County. Baird has recommended that the County accept the Proposal. A copy of said
8 Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit C and
9 incorporated herein by this reference; and

10
11 **WHEREAS**, the County Board of Supervisors now deems it to be necessary, desirable
12 and in the best interest of the County that the Bonds be issued in the aggregate principal amount
13 of \$3,290,000;

14
15 **NOW, THEREFORE, BE IT RESOLVED** by the County Board of Supervisors of the
16 County that:

17
18 Section 1A. Official Notice of Sale and Offering Materials. The County Board of
19 Supervisors of the County hereby ratifies and approves the details of the Bonds set forth in
20 Exhibit A attached hereto as and for the details of the Bonds. The Official Notice of Sale and
21 any other offering materials prepared and circulated by Baird are hereby ratified and approved in
22 all respects. All actions taken by officers of the County and Baird in connection with the
23 preparation and distribution of the Official Notice of Sale, and any other offering materials are
24 hereby ratified and approved in all respects.

25
26 Section 1B. Authorization of the Bonds. For the purpose of paying the cost of the
27 Refunding, there shall be borrowed, pursuant to Section 67.04, Wisconsin Statutes, through the
28 issuance of the Bonds, the sum of THREE MILLION TWO HUNDRED NINETY THOUSAND
29 DOLLARS (\$3,290,000).

30
31 Section 1C. Award of the Bonds. The Proposal of the Purchaser offering to purchase the
32 Bonds for the sum set forth on the Proposal (as modified on the Bid Tabulation and reflected in
33 the Pricing Summary referenced below and incorporated herein), plus accrued interest to the date
34 of delivery, is hereby accepted. The Chairperson and County Clerk or other appropriate officers
35 of the County are authorized and directed to execute an acceptance of the Proposal on behalf of
36 the County. The good faith deposit of the Purchaser shall be retained by the County Treasurer
37 until the closing of the bond issue, and any good faith deposits submitted by unsuccessful bidders
38 shall be promptly returned. The Bonds bear interest at the rates set forth on the Proposal.

39
40 Section 2. Terms of the Bonds. The Bonds shall be designated "Taxable General
41 Obligation Refunding Bonds"; shall be issued in the aggregate principal amount of \$3,290,000;
42 shall be dated August 30, 2012; shall be in the denomination of \$5,000 or any integral multiple
43 thereof; shall be numbered R-1 and upward; and shall bear interest at the rates per annum and
44 mature on March 1 of each year, in the years and principal amounts as set forth on the Pricing
45 Summary attached hereto as Exhibit D-1 and incorporated herein by this reference. Interest is
46 payable semi-annually on March 1 and September 1 of each year commencing on March 1,

1 2013. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and
2 will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board. The
3 schedule of principal and interest payments due on the Bonds is set forth on the Debt Service
4 Schedule attached hereto as Exhibit D-2 and incorporated herein by this reference (the
5 "Schedule").
6

7 Section 3. Redemption Provisions. The Bonds maturing on March 1, 2017 and thereafter
8 shall be subject to redemption prior to maturity, at the option of the County, on March 1, 2016 or
9 on any date thereafter. Said Bonds shall be redeemable as a whole or in part, and if in part, from
10 maturities selected by the County and within each maturity, by lot, at the principal amount
11 thereof, plus accrued interest to the date of redemption.
12

13 Section 4. Form of the Bonds. The Bonds shall be issued in registered form and shall be
14 executed and delivered in substantially the form attached hereto as Exhibit E and incorporated
15 herein by this reference.
16

17 Section 5. Tax Provisions.
18

19 (A) Direct Annual Irrepealable Tax Levy. For the purpose of paying the
20 principal of and interest on the Bonds as the same becomes due, the full faith, credit and
21 resources of the County are hereby irrevocably pledged, and there is hereby levied upon all of
22 the taxable property of the County a direct annual irrepealable tax in the years 2012 through
23 2020 for the payments due in the years 2013 through 2021 in the amounts set forth on the
24 Schedule.
25

26 (B) Tax Collection. So long as any part of the principal of or interest on the
27 Bonds remains unpaid, the County shall be and continue without power to repeal such levy or
28 obstruct the collection of said tax until all such payments have been made or provided for. After
29 the issuance of the Bonds, said tax shall be, from year to year, carried onto the tax roll of the
30 County and collected in addition to all other taxes and in the same manner and at the same time
31 as other taxes of the County for said years are collected, except that the amount of tax carried
32 onto the tax roll may be reduced in any year by the amount of any surplus money in the Debt
33 Service Fund Account created below.
34

35 (C) Additional Funds. If at any time there shall be on hand insufficient funds
36 from the aforesaid tax levy to meet principal and/or interest payments on said Bonds when due,
37 the requisite amounts shall be paid from other funds of the County then available, which sums
38 shall be replaced upon the collection of the taxes herein levied.
39

40 Section 6. Segregated Debt Service Fund Account.
41

42 (A) Creation and Deposits. There be and there hereby is established in the
43 treasury of the County, if one has not already been created, a debt service fund, separate and
44 distinct from every other fund, which shall be maintained in accordance with generally accepted
45 accounting principles. Debt service or sinking funds established for obligations previously

1 issued by the County may be considered as separate and distinct accounts within the debt service
2 fund.

3
4 Within the debt service fund, there hereby is established a separate and distinct
5 account designated as the "Debt Service Fund Account for \$3,290,000 Taxable General
6 Obligation Refunding Bonds, dated August 30, 2012" (the "Debt Service Fund Account") and
7 such account shall be maintained until the indebtedness evidenced by the Bonds is fully paid or
8 otherwise extinguished. The County Treasurer shall deposit in the Debt Service Fund Account
9 (i) all accrued interest received by the County at the time of delivery of and payment for the
10 Bonds; (ii) any premium not used for the Refunding which may be received by the County above
11 the par value of the Bonds and accrued interest thereon; (iii) all money raised by the taxes herein
12 levied and any amounts appropriated for the specific purpose of meeting principal of and interest
13 on the Bonds when due; (iv) such other sums as may be necessary at any time to pay principal of
14 and interest on the Bonds when due; (v) surplus monies in the Borrowed Money Fund as
15 specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin
16 Statutes.

17
18 (B) Use and Investment. No money shall be withdrawn from the Debt Service
19 Fund Account and appropriated for any purpose other than the payment of principal of and
20 interest on the Bonds until all such principal and interest has been paid in full and the Bonds
21 canceled; provided (i) the funds to provide for each payment of principal of and interest on the
22 Bonds prior to the scheduled receipt of taxes from the next succeeding tax collection may be
23 invested in direct obligations of the United States of America maturing in time to make such
24 payments when they are due or in other investments permitted by law; and (ii) any funds over
25 and above the amount of such principal and interest payments on the Bonds may be used to
26 reduce the next succeeding tax levy, or may, at the option of the County, be invested by
27 purchasing the Bonds as permitted by and subject to Section 67.11(2)(a), Wisconsin Statutes, or
28 in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes
29 ("Permitted Investments"), which investments shall continue to be a part of the Debt Service
30 Fund Account.

31
32 (C) Remaining Monies. When all of the Bonds have been paid in full and
33 canceled, and all Permitted Investments disposed of, any money remaining in the Debt Service
34 Fund Account shall be transferred and deposited in the general fund of the County, unless the
35 County Board of Supervisors directs otherwise.

36
37 Section 7. Proceeds of the Bonds; Segregated Borrowed Money Fund. The proceeds of
38 the Bonds (the "Bond Proceeds") (other than any premium not used for the Refunding and
39 accrued interest which must be paid at the time of the delivery of the Bonds into the Debt Service
40 Fund Account created above) shall be deposited into a special fund separate and distinct from all
41 other funds of the County and disbursed solely for the purpose for which borrowed or for the
42 payment of the principal of and the interest on the Bonds. In no event shall monies in the
43 Borrowed Money Fund be used to fund operating expenses of the general fund of the County or
44 of any special revenue fund of the County that is supported by property taxes. Monies in the
45 Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies,
46 including any income from Permitted Investments, remaining in the Borrowed Money Fund after

1 the purpose for which the Bonds have been issued has been accomplished, and, at any time, any
2 monies as are not needed and which obviously thereafter cannot be needed for such purpose shall
3 be deposited in the Debt Service Fund Account.
4

5 Section 8. Execution of the Bonds; Closing; Professional Services. The Bonds shall be
6 issued in printed form, executed on behalf of the County by the manual or facsimile signatures of
7 the Chairperson and County Clerk, authenticated, if required, by the Fiscal Agent (defined
8 below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to
9 the Purchaser upon payment to the County of the purchase price thereof, plus accrued interest to
10 the date of delivery (the "Closing"). The facsimile signature of either of the officers executing
11 the Bonds may be imprinted on the Bonds in lieu of the manual signature of the officer but,
12 unless the County has contracted with a fiscal agent to authenticate the Bonds, at least one of the
13 signatures appearing on each Bond shall be a manual signature. In the event that either of the
14 officers whose signatures appear on the Bonds shall cease to be such officers before the Closing,
15 such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as
16 if they had remained in office until the Closing. The aforesaid officers are hereby authorized and
17 directed to do all acts and execute and deliver the Bonds and all such documents, certificates and
18 acknowledgements as may be necessary and convenient to effectuate the Closing. The County
19 hereby authorizes the officers and agents of the County to enter into, on its behalf, agreements
20 and contracts in conjunction with the Bonds, including but not limited to agreements and
21 contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate
22 calculation services. Any such contract heretofore entered into in conjunction with the issuance
23 of the Bonds is hereby ratified and approved in all respects.
24

25 Section 9. Payment of the Bonds; Fiscal Agent. The principal of and interest on the
26 Bonds shall be paid by the County Clerk or County Treasurer (the "Fiscal Agent").
27

28 Section 10. Persons Treated as Owners; Transfer of Bonds. The County shall cause
29 books for the registration and for the transfer of the Bonds to be kept by the Fiscal Agent. The
30 person in whose name any Bond shall be registered shall be deemed and regarded as the absolute
31 owner thereof for all purposes and payment of either principal or interest on any Bond shall be
32 made only to the registered owner thereof. All such payments shall be valid and effectual to
33 satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.
34

35 Any Bond may be transferred by the registered owner thereof by surrender of the Bond at
36 the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment
37 duly executed by the registered owner or his attorney duly authorized in writing. Upon such
38 transfer, the Chairperson and County Clerk shall execute and deliver in the name of the
39 transferee or transferees a new Bond or Bonds of a like aggregate principal amount, series and
40 maturity and the Fiscal Agent shall record the name of each transferee in the registration book.
41 No registration shall be made to bearer. The Fiscal Agent shall cancel any Bond surrendered for
42 transfer.

43 The County shall cooperate in any such transfer, and the Chairperson and County Clerk
44 are authorized to execute any new Bond or Bonds necessary to effect any such transfer.
45

1 Section 11. Record Date. The fifteenth day of each calendar month next preceding each
2 interest payment date shall be the record date for the Bonds (the "Record Date"). Payment of
3 interest on the Bonds on any interest payment date shall be made to the registered owners of the
4 Bonds as they appear on the registration book of the County at the close of business on the
5 Record Date.

6
7 Section 12. Utilization of The Depository Trust Company Book-Entry-Only System. In
8 order to make the Bonds eligible for the services provided by The Depository Trust Company,
9 New York, New York ("DTC"), the County agrees to the applicable provisions set forth in the
10 Blanket Issuer Letter of Representations previously executed on behalf of the County and on file
11 in the County Clerk's office.

12
13 Section 13. Official Statement. The County Board of Supervisors hereby approves the
14 Preliminary Official Statement with respect to the Bonds and deems the Preliminary Official
15 Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the
16 Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the
17 "Rule"). All actions taken by officers of the County in connection with the preparation of such
18 Preliminary Official Statement and any addenda to it or Final Official Statement are hereby
19 ratified and approved. In connection with the Closing, the appropriate County official shall
20 certify the Preliminary Official Statement and any addenda or Final Official Statement. The
21 County Clerk shall cause copies of the Preliminary Official Statement and any addenda or Final
22 Official Statement to be distributed to the Purchaser.

23
24 Section 14. Undertaking to Provide Continuing Disclosure. The County hereby
25 covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written
26 undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of
27 certain financial information and operating data and timely notices of the occurrence of certain
28 events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the
29 Bonds or by the Purchaser on behalf of such owners (provided that the rights of the owners and
30 the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific
31 performance of the obligations thereunder and any failure by the County to comply with the
32 provisions of the Undertaking shall not be an event of default with respect to the Bonds).

33
34 To the extent required under the Rule, the County Clerk, or other officer of the County
35 charged with the responsibility for issuing the Bonds, shall provide a Continuing Disclosure
36 Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the
37 County's Undertaking.

38
39 Section 15. Prepayment of the State Trust Fund Loan. The State Trust Fund Loan shall
40 be prepaid on August 30, 2012 at the principal amount thereof plus accrued interest to the
41 prepayment date.

42
43 All actions heretofore taken by the officers and agents of the County to effectuate the
44 prepayment of the State Trust Fund Loan are hereby ratified and approved.

1 Section 16. Record Book. The County Clerk shall provide and keep the transcript of
 2 proceedings as a separate record book (the "Record Book") and shall record a full and correct
 3 statement of every step or proceeding had or taken in the course of authorizing and issuing the
 4 Bonds in the Record Book.

5
 6 Section 17. Bond Insurance. If the Purchaser determines to obtain municipal bond
 7 insurance with respect to the Bonds, the officers of the County are authorized to take all actions
 8 necessary to obtain such municipal bond insurance. The Chairperson and County Clerk are
 9 authorized to agree to such additional provisions as the bond insurer may reasonably request and
 10 which are acceptable to the Chairperson and County Clerk including provisions regarding
 11 restrictions on investment of Bond proceeds, the payment procedure under the municipal bond
 12 insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds
 13 by the bond insurer and notices to be given to the bond insurer. In addition, any reference
 14 required by the bond insurer to the municipal bond insurance policy shall be made in the form of
 15 Bond provided herein.

16
 17 Section 18. Conflicting Resolutions; Severability; Effective Date. All prior resolutions,
 18 rules or other actions of the County Board of Supervisors or any parts thereof in conflict with the
 19 provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so
 20 conflict. In the event that any one or more provisions hereof shall for any reason be held to be
 21 illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The
 22 foregoing shall take effect immediately upon adoption and approval in the manner provided by
 23 law.
 24

25 _____
 26
 27
 28 VOTE REQUIREMENT FOR PASSAGE: Majority

29
 30 RESOLUTION SUMMARY: Resolution authorizing the issuance and sale of \$3,290,000
 31 Taxable General Obligation Refunding Bonds for the prepayment of the 2007 State Trust Fund
 32 Loan.
 33

34 APPROVED: Introduced by members of the FINANCE
 35 (signed by Kimberly A. Nass) COMMITTEE as filed with the County Clerk.

36 Kimberly A. Nass, County Attorney
 37 Dated 8/15/12 (signed by Ralph R. Hensel)
 38 Ralph R. Hensel, Chairperson

39 Considered 8/14/12
 40 Adopted 8/14/12
 41 Ayes 28 Noes 0 Absent 1 Vacant 1
 42 Voice Vote_____